

In The Matter Of:

*R. Alexander Acosta, et al. vs.
WPN Corporation, and et al.*

*Dennis Halpin
September 27, 2017*

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Page 1		Page 3	
1	UNITED STATES DISTRICT COURT	1	INDEX
2	WESTERN DISTRICT OF PENNSYLVANIA	2	EXAMINATION
3	-----	3	BY MR. STRAWN
4		4	
5	R. ALEXANDER ACOSTA,)	5	EXHIBITS
6	SECRETARY OF LABOR, UNITED)	6	1
7	STATES DEPARTMENT OF LABOR,)	7	2
8	Plaintiff,) Case No. 2:14-cv-01494-NBF	8	3
9	v.)	9	4
10	WPN CORPORATION, RONALD)	10	5
11	LABOW, SEVERSTAL WHEELING)	11	6
12	INC. RETIREMENT COMMITTEE,)	12	7
13	MICHAEL DICLEMENTE, DENNIS)	13	8
14	HALPIN, WHEELING)	14	9
15	CORRUGATING COMPANY)	15	10
16	RETIREMENT SECURITY PLAN,)	16	11
17	and SALARIED EMPLOYEES')	17	12
18	PENSION PLAN OF SEVERSTAL)	18	13
19	WHEELING, INC.,)	19	14
20	Defendants.)	20	15
21	-----	21	16
22	DEPOSITION OF DENNIS HALPIN	22	17
23	-----	23	18
24	Wednesday, September 27, 2017	24	19
25	-----	25	20
			21
			22
			23
			24
			25
			26
			27
			28
			29
			30
			31
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Page 5

1 PROCEEDINGS
2 -----
3 DENNIS HALPIN
4 a Defendant herein, having been first duly sworn,
5 was examined and testified as follows:
6 -----
7 EXAMINATION
8 BY MR. STRAWN:
9 Q. Mr. Halpin, let me reintroduce myself for the
10 record. My name is John Strawn. I'm the attorney
11 for the Department of Labor. I'll ask you questions
12 today about the lawsuit we filed against a number of
13 defendants, including yourself, back on October
14 31st, 2014.
15 I know Mike has prepared you and given
16 you ground rules, but let me just go over a few
17 more. If you don't hear a question that I ask, just
18 tell me, I'll repeat it. If you don't understand a
19 question that I ask, just ask me, and I'll rephrase
20 it.
21 A. Okay.
22 Q. If you need a break, just let us now. For
23 our court reporter, Connie's sake, you have to give
24 verbal answers, so no nodding or shaking of the
25 head, you have to say yes or no; and uh-huh and

Page 6

1 huh-uh also don't look good on the transcript.
2 A. I may slip on that.
3 Q. If you know what your answer is, wait until I
4 finish asking the question just so we're not talking
5 over each other on the transcript.
6 A. Okay.
7 Q. I'm trying to think if there's anything else.
8 Is there any circumstance today that would prevent
9 you from understanding my questions and giving
10 accurate answers?
11 A. No.
12 Q. Okay. Mr. Halpin, could you state your full
13 name for the record.
14 A. Dennis Patrick Halpin.
15 Q. Where is your -- where do you live?
16 A. 1357 Falla Drive, Bethel Park, Pennsylvania
17 15102.
18 Q. Sorry, didn't mean to talk over you.
19 A. That's okay. That's a strike against you.
20 Q. And who is your current employer?
21 A. H.D. Advanced Manufacturing in -- I guess
22 it's Wexford, Pennsylvania.
23 Q. Mr. Halpin, what did you do to prepare for
24 your deposition today? Don't tell me anything Mike
25 told you, but --

Page 7

1 A. I went through documents that I had had
2 before and spent a portion of a day working with
3 Mike with the prep.
4 Q. Okay. Well, let me ask you, going back in
5 time to the time that this lawsuit is concerned with
6 in 2008 and 2009, can you tell me, how did you
7 become a member of the retirement committee?
8 A. Michael DiClemente, at some point in time,
9 invited me to become a member of the committee.
10 Q. Okay. Do you recall when?
11 A. I'm going to say -- I'm going to say spring
12 of 2007. Somewhere around that time.
13 Q. All right. Let me show you a document that
14 we'll get marked as Halpin 1.
15 (Halpin Deposition Exhibit No. 1 was
16 marked for identification.)
17 (Witness reviews document.)
18 Q. Mr. Halpin, this looks like an e-mail. This
19 is from Michael DiClemente to Dennis Halpin, David
20 Luptak, Paul Mooney and Greg Pilewicz, July 28th,
21 2008. Does this indicate that you were on the
22 retirement committee in July of 2008?
23 A. I was.
24 Q. Okay. And let me refer you to the second
25 page, last paragraph, where it says "Transition to

Page 8

1 Severstal"?

2 A. Uh-huh. Sorry, yes.
3 That's one for me.
4 Q. Very good. That last paragraph's got --
5 let's see here -- "Unless advised otherwise, we
6 should initiate discussions with Severstal regarding
7 a transition of responsibilities for this activity,
8 including determining how the 401(k) plan fits
9 within the future benefit program."
10 I guess first question is: Has
11 Severstal acquired Wheeling-Pitt at that point?
12 A. I'm not exactly sure what month they had
13 acquired us by. But they -- I believe at that point
14 in time, it was a very recent acquisition by
15 Severstal.
16 Q. The next sentence, "Assuming the plan will
17 continue, Severstal should, among other things,
18 reconstitute the Retirement Committee membership."
19 Can you just describe to me, was the
20 retirement committee membership in flux at that
21 time?
22 A. I can't -- I can't recall. There may have
23 been a few people that were moving out based on the
24 acquisition, may have left, so there may have been
25 some transition.

Page 9

1 Q. Okay. So if this document was, like I said,
2 July 28th, 2008, so you think you became a member of
3 the retirement committee about a year before that
4 or --
5 A. I would say around a year before that.
6 Q. Okay. And what was your background, or why,
7 if you know, did Mr. DiClemente ask you to join the
8 retirement committee?
9 A. I was a CPA, so I had an accounting
10 background, and I believe that background probably
11 complemented the committee's membership.
12 Q. All right. I take it it was in the month
13 before, in June of 2008, when you first got the word
14 that Citibank was going to get out of the trust
15 business and require the commingled trust, Severstal
16 trust and WHX trust, to be separated. Do you have
17 any recollection of that?
18 A. I had heard at some point in time. I won't
19 say it was June. I don't know what month it would
20 have been. But I knew there was some -- Citibank
21 was exiting that -- that action. So I had heard
22 that there was going to be a need to have a
23 replacement, but I don't know what month it would
24 have been.
25 Q. All right. And just looking again at the

Page 10

1 people who received that e-mail from Mr. DiClemente,
2 does that indicate that they were current members of
3 the retirement committee, but --
4 A. Yeah. I mean, I know -- I know each one of
5 their positions. But I -- I can't say if they were,
6 at that time, committee members or not. I don't
7 know. I don't recall.
8 Q. Okay. At some point, the retirement
9 committee, it was just you and Mr. DiClemente;
10 correct?
11 A. Yeah, that's correct.
12 Q. Do you know about when that -- that was the
13 situation?
14 A. I'm going to say fourth quarter 2008,
15 sometime probably there.
16 Q. All right. You recall in this case that the
17 trust -- the Severstal trust was set up
18 independently on November 3rd, 2008. Is that your
19 understanding?
20 A. There was -- yeah, I'd say November 3rd,
21 2008.
22 Q. Do you know, was there anybody else who had
23 any input on the decisions on the retirement
24 committee besides you and Mr. DiClemente? Was there
25 anybody else still in the picture?

Page 11

1 A. I don't -- I can't recall that.
2 Q. Okay.
3 A. I don't know.
4 Q. Let me show you the next exhibit. We could
5 call it Exhibit 2.
6 (Halpin Deposition Exhibit No. 2 was
7 marked for identification.)
8 THE WITNESS: Do I just move this over
9 or something? Just put it here? Make a difference,
10 or do you get it back?
11 MR. STRAWN: No, no, you hold on to it,
12 but eventually we give it to Connie at the end.
13 MR. JOYCE: I'll flip it over so it
14 stays in order.
15 THE WITNESS: Okay.
16 Q. Mr. Halpin, what's in front of you as
17 Exhibit No. 2 is an e-mail from David Riposo. For
18 the record, do you know who he is?
19 A. He was the WHX treasurer.
20 Q. And it's to Ron LaBow. And in the body of
21 the e-mail, "Ron, I heard back from the Treasurer at
22 Severstal Wheeling" -- who would the treasurer at
23 Severstal Wheeling have been at that time?
24 A. Mike DiClemente.
25 Q. -- "and they will be ready to divest their

Page 12

1 portion of the Common Co-mingled Group Trust as of
2 October 1 per our request. They have made
3 arrangements on a temporary basis to move the assets
4 to another Trust account they have at Citi until
5 they finalize selection of a new trustee. I also
6 confirmed they will be taking their assets in cash."
7 So what was your understanding --
8 again, I'll say in the summer of 2008, leading up to
9 the separation, what was your understanding of how
10 the Severstal trust would take its interests from
11 the commingled trusts?
12 A. My understanding was it was going to be a
13 proportional share of the WHX master trust.
14 Q. Did you ever have any discussions with
15 Mr. DiClemente or anybody else about taking it as
16 cash?
17 A. No, I've never heard that before, that it
18 would be in cash.
19 Q. Okay. Let me show you what we could mark as
20 Exhibit 3.
21 (Halpin Deposition Exhibit No. 3 was
22 marked for identification.)
23 Q. That's a letter dated September 29th, 2008,
24 to Nancy Kronenberg, and I guess the second page
25 there is a part of an e-mail dated September 30th,

Page 13

1 2008, and it looks to be from David Riposo to Nancy
2 Kronenberg. For the record, who is Nancy
3 Kronenberg?
4 A. I believe she was with Citibank. No, it
5 says -- yeah, she's Citibank.
6 Q. In the body of the document there it looks as
7 if they're going to separate the Wheeling-Pittsburgh
8 Steel Corporation -- sorry -- the Salaried
9 Employees' Pension Plan of Wheeling-Pittsburgh Steel
10 Corporation and the Wheeling Corrugating Company
11 Retirement Security Plan, and Mr. DiClemente signed
12 for the Wheeling- Pittsburgh Steel Corporation
13 retirement committee.
14 Do you know when the committee (sic)
15 became Severstal? When the company became
16 Severstal?
17 And just the letterhead at the top
18 says, "Severstal International," and down at the
19 bottom of the mailing address it's, "Severstal
20 Wheeling, Inc."; I don't know if there's any light
21 you can shed on that.
22 A. I can't tell you when actually the name
23 changed. It probably was a technical thing, because
24 we were acquired by Severstal, but as to when the
25 name had changed, I don't recall.

Page 14

1 Q. All right. So the date at the end of the
2 first paragraph there is -- the letter on the first
3 page says, "This should be done on September 30th,
4 2008."
5 Do you recall whether there -- there
6 was a target date for the separation of the trust
7 when you were preparing for this?
8 A. I think that Citibank had said that they
9 needed to get out by the end of the year. That kind
10 of was the target date.
11 If I can just preface some of the
12 stuff, probably a lot of this stuff, my general
13 understanding was I was sort of like monitoring the
14 fund, if you will. On a quarterly basis we would
15 get some information from Mercer, et cetera. The
16 actual mechanical stuff of the transfer and the
17 discussions, I probably did none of that, as a
18 participant. Michael really was the go-to guy that
19 worked with WHX, worked with Ron.
20 I had not had conversations with Ron
21 or WHX prior to December 30th. So I may be copied
22 on some of these items. There may have been general
23 discussions about what the expectation was, but in
24 terms of these kind of documents, sometimes I may
25 be -- I'd almost have to say I'm going to guess at

Page 15

1 what it may be. I would rather not do that.
2 Q. Right.
3 A. I know there was going to be a separation. I
4 do believe that the date was told to us by Citibank.
5 We had to be out by the end of the year. So
6 September 30th is before that. So I'm not exactly
7 sure why that was the date that it was going to
8 happen.
9 Q. Okay. Do you know why it was moved from
10 September 30th?
11 A. I don't.
12 Q. Okay. I'll show you what we can mark as
13 Exhibit 4.
14 (Halpin Deposition Exhibit No. 4 was
15 marked for identification.)
16 Q. It's a letter dated September 30th from
17 Mr. DiClemente to Mr. Kassan, and I see Mr. Kassan
18 has signed at the bottom as well. And in the body
19 of the letter it says, in part -- about four lines
20 from the bottom there -- "to transfer the assets set
21 forth on Schedule A, in the same percentage
22 allocations as existed in the WHX Pension Trust, on
23 or about September 30th, 2008 to" an account at
24 Citibank "as trustee of the WPSC Pension Plan
25 Trust."

Page 16

1 The WPSC, that's
2 Wheeling-Pittsburgh --
3 A. Steel Corporation.
4 Q. Steel Corporation, okay. And your
5 understanding was that when the trusts were
6 separated, as it says in this letter, that the new
7 Severstal trust, the stand-alone Severstal trust,
8 would have a percentage of the same investments that
9 were in the commingled trust?
10 A. That was always my understanding, that it
11 would be a proportional share.
12 Q. Okay. And your information, I guess up to
13 the date of this letter, September 30th, 2008, has
14 it -- was it all through Mr. DiClemente, or did you
15 have any discussions with anybody else up to this
16 point?
17 A. No, I think there was probably just general
18 discussions about what our expectation was, but I
19 can't recall anybody else I would have spoken to.
20 Q. And Mr. Halpin, if I understood what you were
21 saying a few questions back, that your job on the
22 committee was monitoring, and did you say quarterly,
23 the results of the --
24 A. While I was part of the committee, there was,
25 I'm going to say, regular monitoring, and that was

Page 17

1 typically done on a quarterly basis, yes.
2 **Q. Okay. I just wanted to make sure I heard you**
3 **correctly.**
4 **Let me show you what's Exhibit No. 5.**
5 **(Halpin Deposition Exhibit No. 5 was**
6 **marked for identification.)**
7 **Q. On the first page there, it's an e-mail from**
8 **Maureen McGrath to Michael DiClemente, and then it**
9 **looks like the attachment is on the second page.**
10 **And that's a letter dated October 22nd from**
11 **Mr. LaBow to Mr. DiClemente indicating that the**
12 **transfer had not gone through.**
13 **(Witness reviews document.)**
14 A. Okay.
15 **Q. Were you aware at the time that the transfer**
16 **didn't go through? Did you ever see this notice?**
17 A. I didn't. I haven't seen that notice, and I
18 don't recall this letter either.
19 **Q. Okay. Do you recall speaking with**
20 **Mr. DiClemente at the time about -- that the**
21 **transfer had not gone through or the separation, I**
22 **should say, really, had not gone through?**
23 A. I don't recall talking to Mike that it didn't
24 go through.
25 **Q. Do you recall whether it was an issue that**

Page 18

1 **the separation of the trust hadn't occurred?**
2 **MR. JOYCE:** Objection to the form and
3 speculation, to the extent it's a legal or expert
4 opinion.
5 You can answer, if you know.
6 A. I'm sorry. Now -- short-term memory is bad.
7 **Q. I won't phrase the question the same way I'm**
8 **sure. Were you aware at the time there was any**
9 **issue with the fact that the separation of trusts**
10 **hadn't gone through?**
11 **MR. JOYCE:** Same objections.
12 A. I can't say I was aware of any issue at the
13 time.
14 **Q. Okay. All right. We're up to Exhibit No. 6.**
15 **(Halpin Deposition Exhibit No. 6 was**
16 **marked for identification.)**
17 **Q. Mr. Halpin, Exhibit 6 in front of you is an**
18 **e-mail, just a one-page e-mail, from Nancy**
19 **Kronenberg dated November 3rd, 2008, to**
20 **Mr. DiClemente. Some of these exhibits are a little**
21 **choppy. There's an original message underneath**
22 **there from Ms. Kronenberg, November 3rd, 2008, to**
23 **Ron LaBow, Michael DiClemente, and Mr. Riposo**
24 **regarding the transfer of assets from WHX to**
25 **Severstal. Have you ever seen this e-mail before?**

Page 19

1 A. I've seen it recently, but back then I had
2 not.
3 **Q. Okay. And the body of the e-mail there from**
4 **Ms. Kronenberg says, "Good Afternoon Gentlemen, I**
5 **have contacted Russell" -- do you know how to**
6 **pronounce --**
7 A. I'm going to say Khanuk. I'm going to guess.
8 **Q. "Khanuk of Neuberger Berman to advise him of**
9 **a change of Account number and account registration**
10 **for the transfer of assets from WHX to Severstal."**
11 **Also inform you of "documentation that will be**
12 **needed by Neuberger Berman to effect the change.**
13 **Gentlemen, would you be available at 3 p.m.,**
14 **11/3/2008, for a conference call with Neuberger**
15 **Berman? Please let me know. Thank you!"**
16 **Are you aware of a conference call**
17 **that happened on November 3rd, 2008, about the**
18 **transfer?**
19 A. I don't recall a conference call scheduled.
20 **Q. Are you aware of any -- any issue on or about**
21 **November 3rd with the transfer of the assets from**
22 **the WHX trust to the Severstal trust?**
23 A. Can you mention it -- like by way of an
24 issue, you mean, or say that again?
25 **Q. Are you aware of the transfer of the**

Page 20

1 **Neuberger Berman assets from the WHX trust to the**
2 **Severstal trust around November 3rd, 2008?**
3 A. I'm -- I'm aware that there was a transfer
4 made on November 3rd. I don't know if I could say
5 more than that. I'm aware that there was a
6 transfer. I'm probably not answering your question
7 right.
8 **Q. No, no, that's perfectly fine. So you**
9 **know -- you weren't CCed on any of this. Did you**
10 **know at the time that there was -- that there were**
11 **discussions proposed at least with regard to**
12 **transferring the Neuberger Berman assets to the**
13 **Severstal trust?**
14 A. I was not aware of what assets were going to
15 be transferred, no.
16 **Q. How much did Mr. DiClemente -- again, up to**
17 **November 3rd here -- how much did he include you in**
18 **the, as you were saying, the mechanics of the**
19 **separation of the trusts?**
20 A. I mean, he would keep me up-to-date in a
21 general sense, but again, I think Mike's background
22 clearly was proficient in committee activities on
23 the technical side, as well as he was, for the time
24 I was in the committee, the somewhat exclusive link
25 to the WHX team and Ron. I don't think there was a

<p style="text-align: right;">Page 21</p> <p>1 need to be redundant to that. I don't think we 2 needed to have multiple people. Clearly, his role 3 was, I would say, the link to the WHX, Ron LaBow. 4 That's how Ron liked it. He didn't 5 like to deal with too many people. He had one 6 person. That's who he dealt with. If I tried to 7 get any info, he would probably say I don't need 8 another guy, I deal with Mike. Mike's background, I 9 was very comfortable that he could handle that. 10 But in terms of generally what was 11 going on, there was going to be a separation. This 12 is what we expect it's going to be. I would say in 13 a general sense, he would keep me up-to-date. 14 Q. When you say "this is what we expect it's 15 going to be," do you mean a percentage of the 16 assets? 17 A. Yes, some prorated allocation of the assets. 18 Q. Up until, I guess, the date of this exhibit, 19 November 3rd, 2008, had you had any contact with 20 anybody from WHX about the separation of the trusts? 21 A. No. 22 Q. And same question with regard to Mr. LaBow; 23 had you had any contact with Mr. LaBow regarding the 24 separation of the trusts? 25 A. No.</p>	<p style="text-align: right;">Page 23</p> <p>1 November 3rd, all assets in the Neuberger Berman 2 account, number 312153, to our account number 3 312933." 4 Did you know at the time what the 5 assets were in the Neuberger Berman account? 6 A. I did not. 7 Q. Did anybody -- well, I'll just ask you: Did 8 you check to see what the assets were at the time in 9 the Neuberger Berman account? 10 A. I didn't, and I wouldn't see a need to. 11 Q. Okay. And why would you not see a need to? 12 A. I think there was previous documents that 13 told you that we said exactly how we wanted the 14 transfer to be. I would expect that to have been 15 done as we instructed. 16 Q. Okay. Do you know if Mr. DiClemente checked 17 to see what was in the Neuberger Berman account that 18 was transferred? 19 A. I honestly don't know what Mike did. 20 Q. Okay. Can you tell me, are there any 21 documents other than the ones we've looked at today 22 that describe what assets the Severstal trust was 23 going to receive when the trust was separated? 24 A. Before November 3rd? 25 Q. Yeah, up to and including November 3rd.</p>
<p style="text-align: right;">Page 22</p> <p>1 Q. I think we're up to Exhibit 7. 2 (Halpin Deposition Exhibit No. 7 was 3 marked for identification.) 4 Q. This is a letter dated November 3rd to 5 Ms. Kronenberg from Mr. DiClemente. Unfortunately, 6 you're CCed on it, D. P. Halpin. 7 (Witness reviews document.) 8 Q. Have you had a chance to look at that? 9 A. Uh-huh, yes. 10 Q. Have you ever seen this letter before? 11 A. I have seen it. 12 Q. Okay. Do you recall at the time -- did 13 Mr. DiClemente discuss with you around November 3rd, 14 2008, about the assets coming into the Severstal 15 trust? 16 A. I don't recall either way a conversation. 17 Q. Okay. Any other communication, e-mail, 18 something else? 19 A. Other than being copied on this, I can't say 20 I recall any communication. 21 Q. Okay. In the second paragraph there it says, 22 "As part of transferring the assets of these plans 23 from the WHX Corporation trust to Severstal 24 Wheeling's existing trust at Citibank, we direct 25 Citibank to transfer, prior to market opening on</p>	<p style="text-align: right;">Page 24</p> <p>1 A. I -- I was not provided any documentation as 2 to -- or any communication as to what assets or even 3 any information as to what was in the Neuberger 4 account. 5 Q. Okay. Are you aware of any document or other 6 writing from Mr. LaBow indicating what assets he 7 planned to transfer to the Severstal trust? 8 A. Previous to the transfer, I received nothing 9 from Ron, or WHX, regarding what was being 10 transferred. 11 Q. Okay. Let me show you what's Exhibit 8. 12 (Halpin Deposition Exhibit No. 8 was 13 marked for identification.) 14 Q. And this is an e-mail and it's from 15 Mr. DiClemente to Richard Bowness. Can you tell me, 16 for the record, who Mr. Bowness was. 17 A. He was the director of -- I can't be exact, 18 but the director of benefits accounting at Wheeling- 19 Pittsburgh Steel, Severstal Wheeling. 20 Q. So he was not, I take it, on the committee, 21 the retirement committee? 22 A. I don't believe he was a formal member of the 23 retirement committee. 24 Q. All right. So the body of the letter here 25 says, "Rick, Please review this letter, which was</p>

Page 25

1 drafted at Nancy K's request. I will be receiving
2 agreements from Neuberger Berman to directly
3 establish the investment management arrangement with
4 us. Mike."
5 Are you aware at this time -- I guess
6 the e-mail is dated November 4th, 2008 -- of any
7 discussion regarding retaining Neuberger Berman as
8 an investment manager?
9 A. At that time, like around that November time?
10 Q. Right.
11 A. I can't recall any discussions with regard to
12 retaining Neuberger Berman as an investment manager.
13 The only investment manager I knew was Ron.
14 Q. I'm just wondering, looking back at the last
15 exhibit, Exhibit 7, that was the only one in these
16 documents that we were going through where you were
17 CCed on it. Also CCed was Mr. Assetta. Say for the
18 record, Mr. Assetta was?
19 A. I get the titles a little bit off. I think
20 he was the controller.
21 Q. We covered Mr. Bowness. We covered
22 Mr. Halpin. T.S. Rogers?
23 A. I want to say he was the assistant
24 controller.
25 Q. That's Tim Rogers?

Page 26

1 A. Tim Rogers.
2 Q. And the last one, J.R. Sullivan?
3 A. He was -- he had -- he worked in the benefits
4 department. I don't exactly know what his title
5 was.
6 Q. I know this isn't your letter, but do you
7 know why you and the other individuals were CCed on
8 Exhibit 7 but -- I haven't seen a lot of other CCs
9 that included you or other individuals?
10 A. I'm not sure why they were on this one. I'm
11 not sure why this was written to Rick. So I would
12 say, no, I don't know why the copy variety.
13 Q. Okay. I got you. I believe we're up to 9.
14 (Halpin Deposition Exhibit No. 9 was
15 marked for identification.)
16 Q. Mr. Halpin, it looks like Exhibit 9 here is
17 an e-mail from November 5th, 2008, from
18 Mr. DiClemente to Mr. LaBow. I don't see anybody
19 else CCed on this. And there's an e-mail exchange,
20 it looks like there's an e-mail from Mr. LaBow on
21 the bottom. Mr. DiClemente's e-mail to Mr. LaBow
22 says, "Thanks, Ron. I'm not sure how you do it, but
23 I'm very appreciative of your talents. FYI, we're
24 in the process of establishing an investment
25 management agreement with Neuberger and Berman and I

Page 27

1 may give you a call if we have some questions.
2 Mike."
3 Do you know what the process was
4 Mr. DiClemente was talking about getting an
5 investment management agreement with Neuberger
6 Berman?
7 A. Certainly at the time I did not know why
8 Neuberger Berman was being brought in as an
9 investment manager.
10 Q. Okay.
11 A. Subsequent documents I know a little bit
12 more. But then, I would say I did not.
13 Q. Right. "I may give you a call if I have any
14 questions." Did Mr. DiClemente ever discuss with
15 you retaining Neuberger Berman?
16 A. I can't recall either way. I'd say today I
17 don't remember that, but I can't say either way did
18 he have a discussion with me at that time or not.
19 Q. Okay. It just sounds like from what you're
20 saying and looking at the documents that he didn't
21 necessarily include you in all the communications
22 or -- would that be a fair statement on the whole,
23 communications?
24 A. I would have would say, again, knowing his
25 background, he included me in those communications

Page 28

1 that he felt were appropriate to send me. I don't
2 think he included me in every one of them,
3 obviously. I think any one that he felt had some
4 significance that he would CC me on it.
5 Q. What about the decisions? Do you think he --
6 from looking at these documents that he included you
7 in the decisions as to the separation of the trusts?
8 A. I would say we both had a consistent
9 expectation. And so did he consult with me? I
10 think we -- you know, we were unanimous on the first
11 vote, so we clearly thought that it was going to be
12 a proportionate allocation. I think we talked to
13 all the right parties. Did he include me in that, I
14 would say yeah.
15 Q. When you say "we talked to all the right
16 parties," do you mean we or him?
17 A. I mean the committee, based on instructions
18 that Mike gave in an e-mail or a correspondence or a
19 letter regarding the expectation of the proportional
20 share, the committee spoke to all those people and
21 gave that expectation. I may not have spoke to them
22 directly.
23 Q. Okay. When do you recall -- and we have more
24 documents to go, but when do you recall first
25 hearing about Neuberger Berman?

Page 29

1 A. I'm going to say -- I didn't hear about it in
2 2008. It had to be sometime in 2009. When, I can't
3 say.
4 **Q. All right. I'll show you what we can mark as**
5 **Exhibit 10.**
6 **(Halpin Deposition Exhibit No. 10 was**
7 **marked for identification.)**
8 **Q. Mr. Halpin, that's an e-mail -- it looks like**
9 **it's from Richard Bowness, posted to inbox. Do you**
10 **know what posted to inbox means?**
11 A. I don't.
12 **Q. And it says, "The documents that you**
13 **requested are attached." And Mr. Bowness's**
14 **signature line there. And then underneath it looks**
15 **like an e-mail chain that goes down to an e-mail**
16 **from Mr. DiClemente to Mr. Bowness on November 4th.**
17 **"I will be forwarding copies of the documents (to**
18 **you and others) that need to be completed to open up**
19 **a new account with Neuberger and Berman, which Ron**
20 **LaBow uses to manage some of the money in the DC**
21 **plans."**
22 **I take it that's the defined**
23 **contribution plans, DC plans?**
24 A. I would think that's what it is.
25 **Q. Then "N&B is looking for the trust agreement**

Page 30

1 **with Citibank (which will soon have to be replaced**
2 **with NatCity's) as well as the plan documents for**
3 **both plans. Would you please forward these**
4 **documents to me?"**
5 **Do you know why Mr. DiClemente was**
6 **asking Mr. Bowness about these documents and not you**
7 **or not CCing you on this?**
8 **MR. JOYCE:** Object to the extent it
9 seeks speculation.
10 A. Yeah, I don't know why.
11 **Q. Did Mr. Bowness have these documents and you**
12 **did not have these documents?**
13 **MR. JOYCE:** Same objection.
14 A. I can't say -- I don't know why he sent them
15 to Rick or sent the e-mail to Rick.
16 **Q. Got you. Would you have had the two plan**
17 **documents for the two 401(k) plans at issue here?**
18 A. I had seen them. Did I have them? Again,
19 I'm going to say I probably had them, but -- so why
20 didn't he ask, I don't know. There must have been
21 other things that he was asking for. I don't know.
22 **Q. The trust agreement with Citibank, would you**
23 **have had that document at the time?**
24 A. I don't recall. I don't recall that.
25 **Q. Did Mr. Bowness work for DiClemente or some**

Page 31

1 **other reason why --**
2 A. I think -- the only thing I know is that Rick
3 would somehow be involved in calculating pensioner's
4 payments. So I think Rick, when somebody was
5 looking to cash out -- again, I was a pensioner for
6 20 years there, so I'm a long-standing Wheeling-Pitt
7 employee that was involved in this plan, and Rick
8 was the guy that when somebody was looking to, you
9 know, do something with their fund, he would do the
10 calculation.
11 **Q. Okay.**
12 A. That's what I think his role was. He may
13 have had a bigger role, but I know he did that.
14 **Q. All right. Let's go for Exhibit 11.**
15 **(Halpin Deposition Exhibit No. 11 was**
16 **marked for identification.)**
17 **Q. And the -- this is a one-page document. The**
18 **e-mail on top is from Richard Bowness, November 12,**
19 **2008, to Russell Khanuk, Michael DiClemente and CC**
20 **Charlie Diccianni. My understanding from**
21 **yesterday's deposition is Mr. Diccianni worked at**
22 **Neuberger Berman?**
23 A. I didn't know that at the time. I'd say I
24 know that now.
25 **Q. Again, it seems as if Mr. Bowness is**

Page 32

1 **forwarding documents to Neuberger Berman and -- so**
2 **at the time, this is November 12, 2008, were you**
3 **aware that this exchange of information was going**
4 **back and forth?**
5 A. I don't believe I was aware.
6 **Q. Okay. It seems to me like retaining another**
7 **investment manager, that's something that's pretty**
8 **significant for a retirement committee. If it's**
9 **only two members, it wouldn't take too much effort**
10 **to let the whole committee know what was going on.**
11 **It sounds as if you weren't included in these**
12 **actions?**
13 A. I would say that that responsibility was
14 Ron's. Ron picked the investment managers. I would
15 say the processing of that is a mechanical thing. I
16 wouldn't need to know that. Ron picks who he wants.
17 You can question why he needed another one. To the
18 degree another one was needed, I'm sure it was based
19 on Ron wanting something, and Michael and Rick or
20 whoever processing Ron's request for another
21 investment manager. So I don't see a need for me to
22 know that Ron wanted another investment manager, per
23 se.
24 **Q. Okay. I think we're up to No. 12.**
25 **(Halpin Deposition Exhibit No. 12 was**

<p style="text-align: right;">Page 33</p> <p>1 marked for identification.)</p> <p>2 Q. Mr. Halpin, what's finally appropriately in</p> <p>3 front of you as Exhibit No. 12 is an e-mail dated</p> <p>4 November 24th from Mr. DiClemente, and it's to</p> <p>5 Mr. LaBow, and I don't see you CCed on it. Take a</p> <p>6 look at it, but the gist of it seems to be</p> <p>7 concluding an investment management agreement of</p> <p>8 some sort with Mr. LaBow.</p> <p>9 (Witness reviews document.)</p> <p>10 Q. I don't want to rush you. Have you had a</p> <p>11 chance to take a look at that yet?</p> <p>12 A. Uh-huh, yes.</p> <p>13 Q. So at the time, going back to November 2008,</p> <p>14 were you involved in drafting or discussions of</p> <p>15 retaining Mr. LaBow as an investment manager to the</p> <p>16 Severstal plans?</p> <p>17 A. There was some discussions about retaining</p> <p>18 Ron subsequent to the separation.</p> <p>19 Q. Are you aware of any discussions about</p> <p>20 retaining Mr. LaBow as investment manager for the</p> <p>21 Severstal plans before the separation occurred?</p> <p>22 A. Yeah, yes.</p> <p>23 Q. And what do you recall?</p> <p>24 A. I recall discussing should we retain Ron</p> <p>25 subsequent to the transfer. I think his prior</p>	<p style="text-align: right;">Page 35</p> <p>1 or looking at any of the documents?</p> <p>2 A. I believe there was an e-mail where I was</p> <p>3 copied on that had asked -- I can't say if it was</p> <p>4 asking for my comments or not, but I believe it was</p> <p>5 one of the drafts, let's say.</p> <p>6 Q. Okay. Let's see if I can find that. We're</p> <p>7 up to Exhibit 13.</p> <p>8 (Halpin Deposition Exhibit No. 13 was</p> <p>9 marked for identification.)</p> <p>10 Q. This exhibit, the first page is an e-mail</p> <p>11 from Mr. LaBow to Mr. DiClemente on December 3rd.</p> <p>12 This seems to be toward the end of the process here.</p> <p>13 Please fax to -- gives a number -- I will sign-date</p> <p>14 as November 1st.</p> <p>15 In the e-mail chain on the second page</p> <p>16 there, it looks like Mr. DiClemente's sending the</p> <p>17 final version, and I don't -- I don't see you CCed</p> <p>18 on it. There's a draft agreement behind it.</p> <p>19 A. Uh-huh. Yes.</p> <p>20 Q. And then partway through there's another</p> <p>21 e-mail from Mr. LaBow to Mr. DiClemente. And</p> <p>22 another marked-up draft. Just having gone through</p> <p>23 all those pages in Exhibit 13 --</p> <p>24 A. Sure.</p> <p>25 Q. -- I don't see your name on it. But you're</p>
<p style="text-align: right;">Page 34</p> <p>1 performance was astonishing. As a pensioner and</p> <p>2 fiduciary, I would say I don't see why we wouldn't</p> <p>3 keep him. So yeah, there was discussions about</p> <p>4 keeping him.</p> <p>5 Q. And those discussions, were they just you and</p> <p>6 Mr. DiClemente?</p> <p>7 A. I know they were me and Mike. Were there</p> <p>8 other people? I can't remember if there were other</p> <p>9 people at the time. But certainly me and Mike had</p> <p>10 had discussions about retaining Ron subsequent to</p> <p>11 the breakup or to the transfer.</p> <p>12 Q. Got you. As far as the mechanics of and</p> <p>13 drafting of an agreement, was there any discussion</p> <p>14 about that before the separation or only afterwards?</p> <p>15 A. His expectation was that we were essentially</p> <p>16 going to take the WHX trust agreement, the WHX</p> <p>17 guidelines, carbon copy them, change "WHX committee"</p> <p>18 to "SWI committee." They were going to essentially</p> <p>19 be a mirror image of each other. So we were going</p> <p>20 to retain Ron. We were going to continue the same</p> <p>21 policies and plans in place. Just make the</p> <p>22 mechanical changes to make sure it was correct in</p> <p>23 terms of the committee's name itself, et cetera.</p> <p>24 Q. So now subsequent to the transfer on November</p> <p>25 3rd, 2008, were you involved in any of the drafting</p>	<p style="text-align: right;">Page 36</p> <p>1 pretty sure that at some point during the drafting</p> <p>2 that you saw a copy of --</p> <p>3 A. I believe there was at some point in time --</p> <p>4 I don't know if it was the final draft or whatever.</p> <p>5 But again, I would say that my understanding is we</p> <p>6 were going to essentially mirror the WHX agreement,</p> <p>7 investment management agreement and the guidelines,</p> <p>8 and make some very cosmetic changes to keep it, you</p> <p>9 know, technically correct in terms of let's say</p> <p>10 committee name.</p> <p>11 So for me to see that -- again, I</p> <p>12 believe Sally King was involved in it, which was</p> <p>13 ERISA counsel, Mike's background clearly is that.</p> <p>14 So again, it's not like I would be -- some sort of a</p> <p>15 value added to saying, hey, let me tell you guys you</p> <p>16 got this wrong or you need to put this in.</p> <p>17 So again, my trust in Michael's</p> <p>18 background, especially with McGuireWoods involved in</p> <p>19 it, I don't see the need to keep me copied and ask</p> <p>20 for my comments. So long as I knew the</p> <p>21 expectations; that the policies in place prior to</p> <p>22 that were essentially going to mirror the policies</p> <p>23 in place effective the date of the transfer.</p> <p>24 Q. Okay.</p> <p>25 A. So any copy would somewhat be a courtesy</p>

Page 37

1 copy. I do believe at one point in time I did get
2 copied on something that was very close to final or
3 final draft.
4 **Q. Anything copied to you is also informational,**
5 **too, not just courtesy?**
6 A. It would be. But if it's mirroring the old
7 one, it's a repeat of information that I've already
8 seen. In my mind, unless something was dramatically
9 changed, I think Mike will say, you need to look at
10 this because we're making a dramatic change here.
11 Other than that, I would expect that the changes are
12 somewhat cosmetic. Seeing SWI retirement committee
13 versus WHX retirement committee, is that
14 informational, I don't know. I'd say probably not.
15 **Q. All right. Let's go on to Exhibit 14.**
16 **(Halpin Deposition Exhibit No. 14 was**
17 **marked for identification.)**
18 **Q. This, to my understanding, is the final copy**
19 **signed by Mr. LaBow and Mr. DiClemente for the**
20 **committee.**
21 A. Okay.
22 **Q. Is that your understanding?**
23 A. I -- I'm going to assume yes. I see penciled
24 in, so I don't know -- but I would say that looks
25 like the final copy that I remember seeing.

Page 38

1 **Q. When you say "penciled in," which page were**
2 **you talking about?**
3 A. Well, November 1st is not typed in, let's
4 say. So I would say to that point, but I believe it
5 is the final copy, and I have seen that before.
6 **Q. Okay. I guess keep that in order, but we may**
7 **end up referring back to that then.**
8 A. I'll highlight like this so I won't have to
9 go back rummaging for it.
10 **Q. Now we're up to Exhibit 15.**
11 **(Halpin Deposition Exhibit No. 15 was**
12 **marked for identification.)**
13 **Q. Mr. Halpin, for the record, that's an e-mail**
14 **from Mr. DiClemente. Actually I think yesterday it**
15 **said memo to file as opposed to e-mail.**
16 A. I don't see a To.
17 **Q. Yeah, some of the exhibits in the e-mails are**
18 **a little choppy. It's hard to figure out exactly**
19 **what they were.**
20 **But anyway, it's from Mr. DiClemente**
21 **dated December 12, 2008, and it says in here,**
22 **Charlie Diccianni called on December 10, 2008 --**
23 **gives a phone number -- "to make sure we understand**
24 **what is required to establish a relationship with**
25 **them."**

Page 39

1 **Again, Mr. Diccianni was with**
2 **Neuberger Berman?**
3 A. Subsequently, yeah, I know that, that's true.
4 **Q. Next sentence, "I laid into him because they**
5 **have not managed our money (and maybe WHX's money)**
6 **since the trustee transition at the beginning of**
7 **November." And that -- my understanding, if this is**
8 **dated the 12th and he's talking about a phone call**
9 **on the 10th and he says "I laid into him because**
10 **they have not managed our money," it sounds as if**
11 **Mr. DiClemente had learned that Neuberger Berman was**
12 **not managing the money at some point before the**
13 **10th. But what is your understanding of what was**
14 **going on at the time?**
15 A. I can't recall ever seeing this.
16 **Q. Oh, sure, yeah, you're not copied on it.**
17 A. Yeah, but I don't remember seeing it. I
18 don't remember a conversation where he had -- with
19 Neuberger Berman being upset, so I would say I
20 don't -- I can't really -- I can't offer any comment
21 on --
22 **Q. I got you.**
23 A. You know, I don't know.
24 **Q. In the last sentence, "Ron LaBow returned my**
25 **previous calls earlier in the week and left a voice**

Page 40

1 **message at work." It goes on from there. So I take**
2 **it from your last answer that around the time, the**
3 **December 12th, 2008, you weren't aware that there**
4 **was an issue with Neuberger Berman yet in terms of**
5 **them not managing the assets in the account?**
6 A. I would say before December 30th, I was not
7 aware -- I can't recall any activity with Neuberger
8 Berman at all.
9 **Q. Okay. And with regard to Mr. LaBow, before**
10 **December 30th, 2008, were you aware of any issues**
11 **with Mr. LaBow not managing the assets of the plans?**
12 A. I was not.
13 (Discussion held off the record.)
14 (Halpin Deposition Exhibit No. 16 was
15 marked for identification.)
16 **Q. Mr. Halpin, what's in front of you now is**
17 **Exhibit 16, and it's looks like part of another**
18 **e-mail chain. On top there's an e-mail from Kevin**
19 **Handwerker. I believe he's at Neuberger Berman. Is**
20 **that your understanding?**
21 A. It's such a unique name, I should remember
22 it. But I can't say I recall where he's from.
23 **Q. It's to Marvin Schwartz.**
24 A. Yeah, I know him.
25 **Q. He's at Neuberger. And it's -- underneath**

Page 41

1 the body there it says, "I spoke with the attorney
2 for the Severstal Wheeling Pension Plan. We will be
3 getting some comments on our agreement and they will
4 provide us the standard documentation that we
5 require. She requested that we begin managing the
6 assets immediately and I agreed to accommodate their
7 request provided we get authorization from Mike
8 DiClemente requesting that we do so."
9 Again, you're not copied on this.
10 Below there's an e-mail from Sally King who I
11 understand is your ERISA counsel?
12 A. At that time, yes.
13 Q. To Mr. Handwerker, CCing Mr. DiClemente, and
14 the body there, it's from Ms. King to Mr. Handwerker
15 is, "Kevin: Thank you for your time this afternoon
16 discussing the Severstal Wheeling issues. I am sure
17 that we can now work out an arrangement that will be
18 satisfactory to both of our clients," which makes me
19 think that maybe he's an attorney at Neuberger.
20 "You should receive an e-mail from
21 Michael DiClemente early tomorrow that outlines the
22 issues that we would like to discuss relating to the
23 Investment Advisory Agreement. Mike will also
24 verify on behalf of the Severstal Wheeling
25 Retirement Committee their intent to have Neuberger

Page 42

1 Berman manage the pension assets that have been
2 transferred to Neuberger Berman (sic) and their
3 desire to have management begin immediately. Also,
4 we intend to work with Neuberger Berman to formalize
5 the Agreement and provide supporting documentation
6 as soon as possible.
7 "Please let me or Mike know if there
8 are other issues that need to be addressed at this
9 time."
10 So at the time, this is December 17,
11 2008, were you aware that this issue was going on
12 with Neuberger Berman about retaining them to manage
13 the assets?
14 A. At that time I was not.
15 Q. Were you aware that there was an issue as to
16 them -- or a discovery that they had not been
17 managing the assets since the trust was separated?
18 A. I was not aware of any activity with
19 Neuberger at that time.
20 Q. Do you think if there was an issue of
21 discovering the fact that the assets had not been
22 being managed that that might have prompted somebody
23 to look to see what those assets were and how they
24 were doing?
25 MR. JOYCE: Object to the form,

Page 43

1 speculation, and also to the extent it seeks a legal
2 or expert opinion.
3 THE WITNESS: Does that mean -- can I
4 answer?
5 MR. JOYCE: You can answer, yes.
6 A. I'm going to say that the people involved in
7 this, Mike DiClemente, again, from a technical
8 perspective, Sally King from an ERISA -- in my mind
9 expert level, I think the right two people on this
10 are -- are on this. So if there was issues to be,
11 at that point, solved, I think they were probably
12 very proactive in solving those issues.
13 Q. When you say on an expert level, you're
14 referring to Ms. King?
15 A. Yeah, yeah. I would say -- in my mind she
16 was an expert ERISA counsel.
17 Q. Yeah, I just want to make sure I heard you
18 right.
19 A. Yeah, yeah. I would say the two people that
20 needed to be -- if there was something to be
21 resolved with Neuberger Berman, I would say the
22 right two people are on the case.
23 Q. Okay.
24 (Discussion held off the record.)
25 (A brief recess was taken.)

Page 44

1 BY MR. STRAWN:
2 Q. Mr. Halpin, let me show you what's marked
3 as -- what will be marked as Exhibit 17.
4 (Halpin Deposition Exhibit No. 17 was
5 marked for identification.)
6 Q. Now, I don't see your name on this. It's an
7 e-mail sent December 30th from Mr. DiClemente to
8 Mr. LaBow, but is this -- have you ever seen this
9 before?
10 (Witness reviews document.)
11 A. I have.
12 Q. Okay. And is this the first time you learned
13 about the issues, or did you speak about it
14 previously with Mr. DiClemente?
15 A. Actually, I didn't learn of it from this one.
16 I believe that same day Michael made a phone call to
17 me. I was on vacation, so he made a phone call and
18 told me about it, and probably essentially what he
19 was saying in here, but I've learned of the transfer
20 from Mike on a phone call on December -- I want to
21 say it was December 30th.
22 Q. Okay. And what did Mr. DiClemente tell you?
23 A. That he was very disturbed that the
24 allocation, the transfer that was made was
25 inappropriate, that what was concentrated in a

<p style="text-align: right;">Page 45</p> <p>1 certain group of stocks was not in line with our 2 expectations or instructions, and we needed to 3 address it once I got back. 4 Q. And what did you say to Mr. DiClemente at 5 that time? 6 A. I said, if that's true, Mike, that's 7 extremely disturbing, and the first day we're back 8 in the office, let's meet. 9 Q. Okay. So this e-mail on December 30th from 10 Mr. DiClemente to Mr. LaBow, Exhibit 17 in front of 11 you, was that before you got back to the office? 12 A. Yeah. I didn't get back to the office until 13 probably the 2nd of January or 3rd of January. 14 Q. Okay. 15 A. Of 2009. 16 Q. Okay. My understanding from here and from 17 Mr. DiClemente's testimony was that he learned from 18 a report from Mercer about the -- of the allocation 19 of the assets in the trust. Is that your 20 understanding? 21 A. That is my understanding. 22 Q. All right. Keep an eye on this exhibit, too, 23 about coming back to it. 24 A. Okay. 25 Q. Make sure I'm not getting these all together.</p>	<p style="text-align: right;">Page 47</p> <p>1 below, it looks like there must have been an 2 attachment. Oh, there you go. It's got an 3 attachment at the top that says whx.pdf. Do you 4 recall any discussions at this time, as of January 5 5th, 2009, about the performance of the Severstal 6 trust versus other assets? 7 A. I don't recollect talking so much about the 8 performance as opposed to the nature of the fund 9 itself. 10 Q. And could you just explain that a little 11 further about the nature of the fund. 12 A. That it was concentrated in energy stocks, 13 that it was not in accordance with our investment 14 guidelines, and that we needed to get some sort of 15 correction of that. 16 Q. All right. Again, you know why Mr. Bowness 17 is included on this e-mail? 18 A. Again, the only thing I remember Rick did was 19 try to value pensioners', you know, fund portfolio. 20 So I don't know why he's copied on this particular 21 one. 22 Q. When you're saying "portfolios," you mean 23 what sums they would be withdrawing for benefits? 24 A. Yeah. He would estimate or calculate what 25 their actual pension amount was when they decided</p>
<p style="text-align: right;">Page 46</p> <p>1 A. That happens even if you don't want it to. 2 Q. Now we're up to Exhibit 18. 3 (Discussion held off the record.) 4 (Halpin Deposition Exhibit No. 18 was 5 marked for identification.) 6 Q. All right. So Exhibit 18 is an e-mail from 7 Mr. DiClemente to you and Mr. Bowness, January 5th, 8 2009, and the e-mail there discusses the Neuberger 9 Berman account. Let me know when you're done 10 looking at that. 11 (Witness reviews document.) 12 A. Okay. 13 Q. All right. It looks like from the e-mail 14 train there was some information that Mr. DiClemente 15 was sending you from Neuberger Berman about the 16 performance of the stocks in the trust? 17 A. Did he -- I don't think he attached them to 18 here. I'm not sure if they were actually part of 19 this e-mail. He was discussing things that he 20 already received, yes. 21 Q. I was just referring to -- it looks like the 22 e-mail chain from Vincent Iovino, and it looks like 23 a Neuberger Berman e-mail address. 24 A. Yes. 25 Q. Here the balance is, looking at it from</p>	<p style="text-align: right;">Page 48</p> <p>1 they were going to retire and what was their 2 pension. 3 Q. Okay. Oh, that's right. Because this isn't 4 a traditional 401(k) where they're making 5 contributions. This is where the employer was 6 making the contributions in their name. 7 A. Yeah. Then so when someone says, I want a 8 lump sum or I want to take an annuity, he would 9 calculate what their benefit would be. 10 Q. Right. The employer is directing the 11 investments, not the individuals? 12 A. Right. 13 Q. Let me show you Exhibit 19. 14 (Halpin Deposition Exhibit No. 19 was 15 marked for identification.) 16 Q. And this is an e-mail dated December 30th, so 17 I'm going back a couple days on you there. It looks 18 like it's from Ms. King to Mr. LaBow, and I don't 19 see you or Mr. DiClemente CCed on this. It's two 20 pages. Did you -- have you ever seen this before? 21 A. Have I seen it as of through today? 22 Q. Yeah. 23 A. I've seen it. Did I see it at that time, no. 24 I think this was -- again, December 30th, so this is 25 probably Sally and/or Michael working with Ron on</p>

<p style="text-align: right;">Page 49</p> <p>1 that date.</p> <p>2 Q. Okay. So it looks as if it's a follow-up on</p> <p>3 a conference call. Well, I guess my first question</p> <p>4 to you: Did you participate on a call on December</p> <p>5 30th with Ms. King and Mr. LaBow and Mr. DiClemente?</p> <p>6 A. I did not.</p> <p>7 Q. It looks like there are four bullet points</p> <p>8 that Ms. King is talking about here. The first one</p> <p>9 is, Mr. LaBow "will negotiate the fee adjustment</p> <p>10 with Neuberger Berman; once the fees are changed,</p> <p>11 Mr. (sic) DiClemente will execute the agreement."</p> <p>12 I guess as of December 30th, had you</p> <p>13 discussed that -- those facts with Mr. DiClemente?</p> <p>14 A. Prior to January, I was not aware of the</p> <p>15 Neuberger Berman fee issue.</p> <p>16 Q. It was only after you came back to the office</p> <p>17 then that you became aware of that?</p> <p>18 A. I would say I was not -- at that time the</p> <p>19 number one issue was to work with Ron and WHX to</p> <p>20 reset the portfolio as soon as possible. This may</p> <p>21 have been one of those items that was discussed, but</p> <p>22 my recollection was focused on the reset.</p> <p>23 Q. Got you. And when you say "reset," do you</p> <p>24 mean prospectively looking at what investments the</p> <p>25 trust has going forward, or going back in time to</p>	<p style="text-align: right;">Page 51</p> <p>1 My understanding is that the issues</p> <p>2 with the audit was just getting a final accounting</p> <p>3 about what belonged to WHX and what belonged to</p> <p>4 Severstal so there was a final complete separation.</p> <p>5 A. I believe that we probably thought the audit</p> <p>6 report was a little more than that. I think that's</p> <p>7 what it ended up being, but I think -- when I hear</p> <p>8 the word "audit," I think of a much deeper analysis</p> <p>9 that was done than a compilation of numbers.</p> <p>10 Q. What did you think the purpose of the audit</p> <p>11 was then?</p> <p>12 A. I think the purpose of the audit was to make</p> <p>13 sure that the distribution that was being made</p> <p>14 between the two was a valid allocation.</p> <p>15 Q. Do you believe that -- when you say "valid,"</p> <p>16 could you explain that a little further?</p> <p>17 A. Well, I think, again, the difference, a</p> <p>18 compilation is somebody adding numbers up and</p> <p>19 saying, here's the value. An audit is more detailed</p> <p>20 and goes back and looks at the statements and makes</p> <p>21 sure they're correct. There's a percentage that's</p> <p>22 supposed to be assigned to both people. It's a much</p> <p>23 more comprehensive effort. So we were -- when we</p> <p>24 were getting this Cohn report, we expected it to be</p> <p>25 a little deeper than it was, and sooner.</p>
<p style="text-align: right;">Page 50</p> <p>1 redo the transfer, the separation of the trust?</p> <p>2 A. I almost jumped out and answered it before</p> <p>3 you finished, but it's to go back and do a</p> <p>4 retroactive reallocation.</p> <p>5 Q. The second bullet point here, Mr. LaBow "will</p> <p>6 request the most recent statement from Neuberger</p> <p>7 Berman."</p> <p>8 Do you know why you didn't -- when I</p> <p>9 say "you," meaning the committee -- did not have a</p> <p>10 statement from Neuberger Berman?</p> <p>11 A. I don't know. I don't know why.</p> <p>12 Q. I think I was -- "brainstorming" is the right</p> <p>13 word -- with Mr. DiClemente yesterday in that it</p> <p>14 could be you didn't have a contract, an agreement</p> <p>15 with Neuberger Berman. You weren't receiving</p> <p>16 statements, you weren't a client. I don't know if</p> <p>17 that makes sense.</p> <p>18 A. I would say at that time I didn't even know</p> <p>19 about the Neuberger Berman fee issue.</p> <p>20 Q. Sure.</p> <p>21 A. So I would say anything that was attached to</p> <p>22 that, I didn't know about it.</p> <p>23 Q. The third bullet point there, Mr. DiClemente</p> <p>24 will contact Mr. Riposo from WHX about the status of</p> <p>25 the audit report.</p>	<p style="text-align: right;">Page 52</p> <p>1 Q. Well, who commissioned the Cohn audit?</p> <p>2 A. It's my understanding Ron -- Ron ordered the</p> <p>3 audit.</p> <p>4 Q. Okay. Did you ever see any -- what the</p> <p>5 agreement was with Cohn to do the audit, what they</p> <p>6 were instructed to do?</p> <p>7 A. I don't recall seeing it.</p> <p>8 Q. And going, back as far as the assets in the</p> <p>9 commingled trust, do you think Severstal -- the</p> <p>10 Severstal trust -- was entitled to specific assets</p> <p>11 in the commingled trust?</p> <p>12 A. I think we were entitled to our proportionate</p> <p>13 share to each item to the degree you could have</p> <p>14 that.</p> <p>15 Q. If Severstal were to get the dollar value of</p> <p>16 what it was -- what its share of the value of the</p> <p>17 WHX trust, would you think that there was any</p> <p>18 problem in receiving that value?</p> <p>19 MR. JOYCE: Objection to form,</p> <p>20 speculation, and to the extent it's seeking a nonlay</p> <p>21 opinion.</p> <p>22 You can answer.</p> <p>23 THE WITNESS: That's it.</p> <p>24 MR. JOYCE: You can answer unless I say</p> <p>25 don't answer.</p>

<p style="text-align: right;">Page 53</p> <p>1 THE WITNESS: Yeah, yeah.</p> <p>2 A. I would say that we expected to get a certain</p> <p>3 value and an allocation that was in line with our</p> <p>4 guidelines.</p> <p>5 Q. And again, I think I know the answer. You</p> <p>6 weren't involved in any discussions beforehand --</p> <p>7 before the transfer of two trusts -- the separation</p> <p>8 of two trusts as to the mechanics as to how that</p> <p>9 could be achieved?</p> <p>10 A. My understanding would be that we have 10</p> <p>11 percent of the fund, we get 10 percent of every --</p> <p>12 of every individual fund or every individual</p> <p>13 portfolio.</p> <p>14 Q. Okay. The fourth bullet point here in</p> <p>15 Exhibit 19 says, "Sally King will draft a memo</p> <p>16 outlining the guidelines to be implemented between</p> <p>17 Ron LaBow and Mike DiClemente relating to procedural</p> <p>18 issues under the LaBow investment Management</p> <p>19 Agreement."</p> <p>20 What's your understanding of what that</p> <p>21 means?</p> <p>22 A. As I read it now, I'm looking at that saying</p> <p>23 there must have been an issue or two. So there was</p> <p>24 some sort of -- she was going to draft a memo</p> <p>25 regarding issues.</p>	<p style="text-align: right;">Page 55</p> <p>1 2009, were there any discussions or any other</p> <p>2 communications with Mr. DiClemente and Mr. Bowness</p> <p>3 about the situation with how the plans were</p> <p>4 invested?</p> <p>5 A. I can't remember what specific days. I do</p> <p>6 remember that there were numerous conversations with</p> <p>7 WHX and/or Ron regarding a reallocation request.</p> <p>8 Q. Was there any discussion about how the plans</p> <p>9 were currently invested and what was the best move</p> <p>10 to protect the plan's assets at that point, January</p> <p>11 7th?</p> <p>12 A. I think the focus at this time was to, as</p> <p>13 quickly as we could, do an acceptable reallocation</p> <p>14 of the initial transfer.</p> <p>15 Q. Now, I know way back when we first talked in</p> <p>16 2014, you and me, before you had an attorney, you</p> <p>17 said that Mr. LaBow was looking for direction and</p> <p>18 you didn't want to give him direction because then</p> <p>19 the onus would be on the committee for taking the</p> <p>20 responsibility for directing him. Do you recall</p> <p>21 that conversation?</p> <p>22 A. I don't, but I would say that we were not</p> <p>23 going to be coauthors of the investments. That's</p> <p>24 his role, and I think every time that he looked for</p> <p>25 approval or guidance or whatever it may be, both</p>
<p style="text-align: right;">Page 54</p> <p>1 Q. And do you know what those issues were?</p> <p>2 A. At the time I certainly didn't, because I was</p> <p>3 not involved, as of 12/30, in this. So I would say,</p> <p>4 no, I did not know what the issues were.</p> <p>5 Q. Okay. Now, here's an e-mail with your actual</p> <p>6 name on it. We can mark that as --</p> <p>7 A. Highlight that.</p> <p>8 Q. -- Exhibit 20.</p> <p>9 (Halpin Deposition Exhibit No. 20 was</p> <p>10 marked for identification.)</p> <p>11 Q. And for the record, that's an e-mail from</p> <p>12 Mr. DiClemente to Mr. Bowness and yourself, January</p> <p>13 7th, 2009. So take a look at it and let me know</p> <p>14 when you're done. It's just one page.</p> <p>15 (Witness reviews document.)</p> <p>16 A. Should I read the bottom, too? Is there a</p> <p>17 question on that?</p> <p>18 Q. Yeah, yeah, sure.</p> <p>19 A. Okay.</p> <p>20 (Witness reviews document.)</p> <p>21 A. Okay.</p> <p>22 Q. All right. So Mr. Halpin, have you seen this</p> <p>23 before?</p> <p>24 A. I have seen this before.</p> <p>25 Q. All right. At the time, back on January 7th,</p>	<p style="text-align: right;">Page 56</p> <p>1 myself and Michael were very clear and consistent</p> <p>2 that that was his job. He never asked previously to</p> <p>3 do this in all those years.</p> <p>4 And every time he asked us -- whatever</p> <p>5 way he cushioned it, we made it very clear to him</p> <p>6 that investments were his decision. He had the full</p> <p>7 authority to do it, and that if he felt there was a</p> <p>8 better way to allocate or better way to manage, that</p> <p>9 was his prerogative and that was his responsibility.</p> <p>10 Q. As far as the discussion about going back to,</p> <p>11 basically, do over the separation of the trusts,</p> <p>12 could that have been handled as a separate issue?</p> <p>13 Like the current investment of the plans, one issue,</p> <p>14 and getting some recompense for how they were</p> <p>15 allocated a separate issue?</p> <p>16 MR. JOYCE: Object to the form of the</p> <p>17 question and also to the extent that it's asking</p> <p>18 Mr. Halpin to render an expert or a legal opinion on</p> <p>19 what could have been done.</p> <p>20 You can answer. I will remind you --</p> <p>21 THE WITNESS: That's okay.</p> <p>22 A. I will say this: Ron had, always,</p> <p>23 authority -- full authority, exclusive authority to</p> <p>24 make an investment. So while we were asking for a</p> <p>25 reallocation to true this thing up to a transfer in</p>

Page 57

1 a portfolio that was within our guidelines, he had
2 the ability to, if he thought that there should have
3 been a better allocation, cash it out -- 80 --
4 whatever it was, he never lost that authority.
5 So could they have been separate? Ron
6 could have done whatever he wanted on any day in
7 terms of how to manage the investments. We did not
8 preclude him from that, and certainly the guidelines
9 in the management agreement gave him that authority.
10 **Q. Just referring to the e-mail here where --**
11 **seems to be some discussion -- Mr. DiClemente**
12 **relating to you that Mr. LaBow said that not all of**
13 **the assets in the combined trusts were**
14 **necessarily -- could be separated 90/10. Is that a**
15 **fair statement? I don't want to mischaracterize it.**
16 A. I would say that there couldn't have been a
17 perfect -- in hindsight, there probably couldn't be
18 a perfect allocation. I don't think we ever
19 required that from him. His reasoning changed
20 hourly. It was fragmented. It was inconsistent.
21 It was incomplete.
22 All we looked for was a single piece
23 of paper to tell us what could have been
24 apportioned, what couldn't have been and why, and
25 then to do an allocation that was acceptable based

Page 58

1 on that kind of analysis.
2 I -- I -- it always amazed me that he
3 never really completed and fulfilled that
4 requirement. Today it was a gate, tomorrow it's a
5 dollar amount. I mean, it changed every time.
6 **Q. I know it was challenging. Okay. Let me**
7 **show you the next exhibit. We're up to 21.**
8 **(Halpin Deposition Exhibit No. 21 was**
9 **marked for identification.)**
10 **Q. This is two pages. The first page is an**
11 **e-mail from you to Mr. DiClemente, January 8th,**
12 **2009. So that's, I guess, the day after the last**
13 **exhibit.**
14 **(Witness reviews document.)**
15 **Q. Have you seen this before?**
16 A. I have.
17 **Q. And what is the -- what is it?**
18 A. It is a -- notes, takeaways from a
19 conversation between myself, Michael and Ron and
20 Sally.
21 **Q. And Sally being Sally King, the attorney?**
22 A. I think at that time I didn't know her last
23 name, so I put the question mark, but Sally was part
24 of that.
25 **Q. Okay. Take a look at that and let me know**

Page 59

1 **when you've gone through it.**
2 **(Witness reviews document.)**
3 A. Okay.
4 **Q. All right. There's some -- I guess it's**
5 **the -- I guess the paragraph in the middle of the**
6 **page, third from the bottom, the next-to-last line,**
7 **"He also stated" -- "he" being Mr. LaBow -- "how**
8 **'nimble' our (sic) portfolio was, and how readily we**
9 **could convert it to cash if we desired."**
10 **Was that your understanding at the**
11 **time, that the stocks in the Neuberger Berman**
12 **account could have been liquidated easily?**
13 A. I mean, he made that assertion. So I assumed
14 he knew how nimble they were. I don't know how
15 nimble they were at the time.
16 **Q. The next paragraph down starts with, "Given**
17 **Ron could not reset the portfolio to original**
18 **composition" -- was that your understanding, and did**
19 **you agree with that? Here, I might as well finish**
20 **the sentence. "Mike and I both agreed that Ron**
21 **should liquidate the NB fund as he (Ron) deemed**
22 **prudent so as to preserve value, and to begin**
23 **reconstructing a more balanced diversified**
24 **portfolio."**
25 **Am I accurate when I take from that**

Page 60

1 **that you and Mr. DiClemente agreed with at least**
2 **some of what Mr. LaBow was saying, that he could not**
3 **reset the Severstal trust to include a 10 percent**
4 **portion off all the investments in the WHX trust?**
5 A. At that point in time Ron was making the
6 argument that it could not be a perfect
7 reallocation. So I mean -- and I say "perfect."
8 That was his argument. It couldn't be perfectly
9 done. But there could be -- other funds could have
10 been used other than just Neuberger Berman, but it
11 couldn't be perfect.
12 **Q. Got you. So the part where "Mike and I both**
13 **agreed that Ron should liquidate the NB fund," the**
14 **Neuberger Berman fund, as he "deemed prudent,"**
15 **again, that was putting it on Mr. LaBow as the**
16 **investment manager to make the decision?**
17 A. I think we -- that comment is consistent with
18 every time we said, Ron, you do what you think is
19 best. You're the expert. If you believe it should
20 be liquidated, then liquidate it, but as he felt it
21 needed to be done. If you need us to do something
22 to facilitate that, let us know.
23 **Q. And nothing in your notes here from the**
24 **January 7th, 2009, call where Mr. LaBow said that he**
25 **needed something from you, that Citibank or National**

<p style="text-align: right;">Page 61</p> <p>1 City wasn't recognizing his authority or there was 2 some other impediment? 3 A. I don't see anything in the notes saying 4 that. I can't recall today if there was something 5 said on that or not, but I would say I'm a pretty 6 good note taker. I probably drafted most of these. 7 Then Mike probably reviewed them and edited them. 8 If I don't see it in here, it probably wasn't 9 discussed, but I can't say for sure. 10 Q. Do you recall at any point in your 11 involvement with this, until you left the committee, 12 that Mr. LaBow said to you that there was some 13 impediment, that there was something that he needed 14 from the committee so he would be able to do his 15 job? 16 A. I won't remember the dates, but I think at 17 some point in time, well down the road, certainly 18 not in January or early January, whatever, did he 19 ever say that I want to do this and I need you guys 20 to do this so I can do my job. I do not recall him 21 ever giving us an impediment to what he needed to 22 do. 23 Q. Do you recall what that was that he was 24 asking you for? 25 A. He was at some point in time, probably in</p>	<p style="text-align: right;">Page 63</p> <p>1 management person. If he wanted to hire them, he 2 could have hired them. We didn't have to hire them, 3 he could have hired them. I realize that now, 4 later, what he was saying. 5 Back then, I would have to say I don't 6 know when I fully became aware of the impediment 7 that he was bringing up late in the game. 8 Q. I got you. So the next-to-the-last paragraph 9 then in Exhibit 21, last sentence, "Mike replied 10 when Ron deemed prudent and that, in each case, such 11 action was Ron's responsibility and that his 12 responsibilities had not changed." 13 So that sounds as if the committee is 14 saying to Mr. LaBow it's up to him to make the 15 decision on the -- how the plan is invested going 16 forward? 17 A. Any investment at any time was always his 18 decision. Whether it was -- he made them in the 19 past; he made them in the future. He had never 20 sought guidance from us previous to once or twice 21 here when he's saying it. He always did what he 22 wanted to do, and I think he was very familiar with 23 what needed to get done if he wanted to do 24 something. 25 So any time he tried to make this</p>
<p style="text-align: right;">Page 62</p> <p>1 February, talking about this Neuberger Berman 2 account. 3 Q. About getting a management agreement set up 4 with them? 5 A. About, I think, getting one signed. I think 6 there may be a difference between having the ability 7 to do it -- I mean, he came from Neuberger. 8 Q. Right. 9 A. I'm sure he knew everybody at Neuberger, and 10 I'm sure they knew him. 11 Q. Right. 12 A. So if he had a problem with it and he was 13 managing it, I would have thought that he would have 14 asked for that way before February -- end of 15 February. 16 Q. And you're referring to some sort of 17 agreement or contract with Neuberger? 18 A. Yeah. And again, I have -- I'm going to have 19 to separate what did I know back in January, let's 20 say, versus now. 21 Q. Sure. 22 A. I now realize there was an issue with the 23 fee. I realize that the fee appeared to be 24 duplicative, so there was a question as to why we 25 needed them in the first place. He was the</p>	<p style="text-align: right;">Page 64</p> <p>1 coauthored or, you know, ask for our guidance, I 2 think we were very, very clear and emphatic that any 3 investment decision he needed to get done or he 4 thought was prudent, he should do it. He shouldn't 5 have to ask us. 6 Q. Got you. Let me show you Exhibit 22. 7 (Halpin Deposition Exhibit No. 22 was 8 marked for identification.) 9 Q. Exhibit 22 has a heading of Minutes of 10 Conference Call, Severstal Wheeling, Inc. Retirement 11 Committee. This is also January 7, 2009. Do you 12 know if Exhibit 21 was a draft of 22 or how they 13 relate? 14 A. I'm going to say that they're the same, 15 because the meeting date and time are exact, January 16 7th, 10 a.m. to 11 a.m. 17 Q. The documents themselves aren't an exact 18 match. 19 A. No. Again, I would say it's the same 20 meeting, notes of the same meeting. 21 Q. Sure. Do you know if one -- your notes, 22 somebody -- Mr. DiClemente's or somebody else's, the 23 other notes or whether there were different drafts 24 or what the differences between them were? 25 A. I don't know if this was a final draft of</p>

<p style="text-align: right;">Page 65</p> <p>1 that. I don't know if they were done separately. I</p> <p>2 can't say. They're definitely from the same</p> <p>3 meeting.</p> <p>4 Q. Okay. It seems as if -- I should actually</p> <p>5 let you finish looking at it. It seems as if there</p> <p>6 are a few other issues in this exhibit than the last</p> <p>7 one.</p> <p>8 (Witness reviews document.)</p> <p>9 A. There's a tail to it, yeah. There's a couple</p> <p>10 paragraphs at the end of it.</p> <p>11 Q. Okay.</p> <p>12 (Witness reviews document.)</p> <p>13 A. Okay.</p> <p>14 Q. On the second page there, next-to-last</p> <p>15 paragraph, "Mike brought up the issue of fees."</p> <p>16 That's not in the first one.</p> <p>17 A. I don't see it in the first one.</p> <p>18 Q. Okay. It says, "Mike brought up the issue of</p> <p>19 fees." Again, the second-to-last paragraph on the</p> <p>20 second page.</p> <p>21 Just looking at that paragraph, are</p> <p>22 those fees -- is Mike bringing up the issue of the</p> <p>23 fees Mr. LaBow was charging or Neuberger Berman or</p> <p>24 something else?</p> <p>25 A. Those are the fees that Ron was charging.</p>	<p style="text-align: right;">Page 67</p> <p>1 Q. Okay. Looking at -- it looks like there's a</p> <p>2 couple different issues being brought up. On top</p> <p>3 there, Mr. Bowness -- Amanda Pierce at Allegiant</p> <p>4 Group, was that your trustee contact at National</p> <p>5 City, or what's your understanding?</p> <p>6 A. At that time I would have said I'm not sure</p> <p>7 who that was. In hindsight, I believe she is with</p> <p>8 Allegiant or National City. I don't know -- back</p> <p>9 then, I would say, this date, I don't know who she</p> <p>10 was.</p> <p>11 Q. Sure, sure. But just for making the record</p> <p>12 clear, this is your new trustee who is involved in</p> <p>13 these e-mails?</p> <p>14 A. I believe that's true. I can't say with</p> <p>15 certainty. I see Allegiant Group. I'm trying to</p> <p>16 think Allegiant, National City, are they synonymous?</p> <p>17 The name, I can't say. I can say that she was the</p> <p>18 person we spoke to. On the trustee, I'm not sure.</p> <p>19 Q. Sure, if you're not sure.</p> <p>20 A. Amanda Pierce. I remember the name, but it's</p> <p>21 a very vague name.</p> <p>22 Q. I'm just trying to make sense out of this</p> <p>23 e-mail. The top e-mail from Mr. Bowness to Amanda</p> <p>24 Pierce says, "Yes, Mike did call me. He is going to</p> <p>25 call Ron LaBow." Again, the date is January 8th.</p>
<p style="text-align: right;">Page 66</p> <p>1 Q. Okay. So it sounds, in that paragraph, that</p> <p>2 Mr. LaBow was saying he would make up any losses by</p> <p>3 not charging fees and making better returns for the</p> <p>4 plans?</p> <p>5 A. The only thing I would say is I remember Ron</p> <p>6 asking for his fees for November/December.</p> <p>7 Subsequently, he decided to waive those fees, but</p> <p>8 initially he had asked for them. So I don't know if</p> <p>9 that answers your question, but I would say -- he's</p> <p>10 saying here or the notes say that he was giving some</p> <p>11 concession to his fees based on feeling sorry or</p> <p>12 something, but -- I do remember him asking for them</p> <p>13 and then in this meeting saying that he would waive</p> <p>14 them.</p> <p>15 Q. Okay. Let me show you what we can mark as</p> <p>16 Exhibit 23.</p> <p>17 (Halpin Deposition Exhibit No. 23 was</p> <p>18 marked for identification.)</p> <p>19 Q. Just for the record, this is an e-mail -- the</p> <p>20 one on the top is from Mr. Bowness to</p> <p>21 Amanda.Pierce@AllegiantGroup.com, January 8th, 2009.</p> <p>22 (Witness reviews document.)</p> <p>23 A. Okay.</p> <p>24 Q. Have you seen this before?</p> <p>25 A. I don't remember this one.</p>	<p style="text-align: right;">Page 68</p> <p>1 "It seems as if the holdup with Neuberger was with</p> <p>2 the fees that they were going to charge us and Ron</p> <p>3 was to talk with Neuberger to have the fees</p> <p>4 reduced."</p> <p>5 That seems consistent with one of the</p> <p>6 previous exhibits we saw there that they were going</p> <p>7 to try to get the fees reduced from Neuberger. Is</p> <p>8 that a fair statement?</p> <p>9 A. Yeah. And again, I would say at this time I</p> <p>10 would not really be able to fully appreciate what</p> <p>11 that meant. Today, it's certainly my understanding</p> <p>12 that Ron charged a healthy fee. Ron now has an</p> <p>13 investment manager that he wants to now charge a</p> <p>14 separate fee. They both do the same thing. What's</p> <p>15 with the repetitive fees. Somebody needs to cave a</p> <p>16 little bit on the fee structure here. So unless --</p> <p>17 if he wants to divvy up the fee between his own fee,</p> <p>18 why are we paying another guy to do what you're</p> <p>19 supposed to do.</p> <p>20 Q. How were the fees handled when there was a</p> <p>21 commingled trust with Neuberger Berman and</p> <p>22 Mr. LaBow?</p> <p>23 A. I'm not sure how those fees were handled.</p> <p>24 Q. So it could be -- not that you know -- but it</p> <p>25 could be that Neuberger Berman and Mr. LaBow were</p>

Page 69	Page 71
<p>1 charging the same fees for the commingled trust for</p> <p>2 November 3rd?</p> <p>3 A. I can't say I know what they did then. I</p> <p>4 just know in this particular case -- I now realize</p> <p>5 today that the problem was the redundant fee.</p> <p>6 Q. Right. I understand that. But it sounds as</p> <p>7 if you can't say today or at the time that that was</p> <p>8 a different situation, having duplicative -- I</p> <p>9 shouldn't say duplicative -- anyway, a fee from</p> <p>10 Mr. LaBow and a fee from Neuberger from what the</p> <p>11 situation was before the trusts were separated?</p> <p>12 A. I can't say I know -- I didn't know the</p> <p>13 specifics of the fee structure of the WHX trust.</p> <p>14 Q. Were there any discussions with</p> <p>15 Mr. DiClemente or anybody else that -- that the fee</p> <p>16 situation was different than it had been before?</p> <p>17 A. I'm not aware of any -- I'm not aware of any</p> <p>18 fee discussions, you know, when it was underneath</p> <p>19 the WHX trust.</p> <p>20 Q. Right. It seems to me if -- if the issue</p> <p>21 came up that if we're being charged more fees than</p> <p>22 we had been charged before when we were in the</p> <p>23 combined trust, that that's something that should be</p> <p>24 discussed. But it sounds as though --</p> <p>25 A. I can't say either way on that one.</p>	<p>1 involved. Again, the only thing I knew that Rick</p> <p>2 did was these calculations for pensioners' benefits.</p> <p>3 Q. So I would assume if he was involved with</p> <p>4 paying out benefits from the trust, he would have to</p> <p>5 have some contact with the new trustee or some</p> <p>6 understanding or something like that?</p> <p>7 A. That sounds appropriate.</p> <p>8 Q. Let me show you what's Exhibit 24.</p> <p>9 (Halpin Deposition Exhibit No. 24 was</p> <p>10 marked for identification.)</p> <p>11 (Witness reviews document.)</p> <p>12 Q. And this is just one page. It says</p> <p>13 "Certificate As to Signatures." So the first -- so</p> <p>14 "Certificate As to Signatures, Severstal Wheeling,</p> <p>15 Inc. Pension Plan Master Trust." So that was the</p> <p>16 name of the new trust that -- the new separate</p> <p>17 Severstal trust; right?</p> <p>18 A. I believe so.</p> <p>19 Q. "The undersigned, being a duly authorized</p> <p>20 Officer of Severstal Wheeling, Inc. Pension Plan</p> <p>21 Master Trust," and then I'm looking at the bottom.</p> <p>22 Is that your signature?</p> <p>23 A. Yeah, that's my signature.</p> <p>24 Q. Okay. So have you seen this document before?</p> <p>25 A. I've seen it -- if I signed it, yeah, I</p>
Page 70	Page 72
<p>1 Q. Okay. The -- on the bottom of that page --</p> <p>2 the only page, the first page there, it's from</p> <p>3 Mr. Bowness to Amanda Pierce, and it says, "Amanda,</p> <p>4 Will you be sending Mike another form for him to</p> <p>5 have access? Rick."</p> <p>6 That's sounds, to me -- and let me</p> <p>7 know your understanding today -- again, you're not</p> <p>8 CCed on any of this -- that Mr. DiClemente was</p> <p>9 trying to make sure he had access to the new trust</p> <p>10 with the new trustee.</p> <p>11 A. Yeah, I would have to tell you that it would</p> <p>12 be difficult for me to tell you what I thought then.</p> <p>13 Even as I read it now, I'm not going to say I know</p> <p>14 what that specifically means. It's kind of general,</p> <p>15 "have access."</p> <p>16 Q. Sure. Any tricky e-mails in the documents I</p> <p>17 was going through --</p> <p>18 A. Yeah, it's a vague -- it's a vague question,</p> <p>19 so I don't know what Amanda was asking about Mike to</p> <p>20 get access. Or Rick. I'm not sure what access they</p> <p>21 were referring to.</p> <p>22 Q. And while we're at it, do you know why</p> <p>23 Mr. Bowness was involved in these conversations with</p> <p>24 Ms. Pierce?</p> <p>25 A. I can't say I know why he's actually</p>	<p>1 definitely saw it.</p> <p>2 Q. So it goes on to say, certifies -- I guess it</p> <p>3 "certifies that the persons designated as follows</p> <p>4 have authority to communicate written instructions</p> <p>5 on behalf of the Principal. The undersigned further</p> <p>6 certifies that any instructions delivered by the</p> <p>7 Principal shall be signed by any 1 of these persons</p> <p>8 and that the signatures set forth below are true and</p> <p>9 genuine signatures of the person."</p> <p>10 Did you know why -- and the date at</p> <p>11 the bottom there is January 6th, 2009. Do you know</p> <p>12 why you would have been signing this as opposed to</p> <p>13 Mr. DiClemente?</p> <p>14 A. I don't know if there would be a distinction</p> <p>15 between the two of us.</p> <p>16 Q. And the signatures as to who can, I guess,</p> <p>17 communicate with the trustee, Mr. DiClemente is</p> <p>18 listed there as, first vice president and treasurer,</p> <p>19 retirement committee member. Then it also goes on</p> <p>20 to Tim Rogers, Dave Bishof, Marsha Porter, Holly</p> <p>21 Caseman and Rick Bowness. There are asterisks next</p> <p>22 to Mr. Rogers, Mr. Bishof, Ms. Porter and</p> <p>23 Ms. Caseman. And the legend there says, "Only have</p> <p>24 authority as it relates to benefit payments; no</p> <p>25 investment direction authority."</p>

<p style="text-align: right;">Page 73</p> <p>1 Is that a fair reading of the 2 document? 3 MR. JOYCE: I'll just object on 4 speculation. I don't think we know or we haven't 5 established exactly what the document is. I know it 6 says master trust, but it doesn't say who's the 7 trust or who these people can give instructions to. 8 MR. STRAWN: Well, sure, it says -- it 9 says who the trust is in the first line -- the 10 second line. And it -- it -- Mr. Halpin is signing, 11 giving authority to these people to communicate with 12 the trust. It seems to be abundantly clear. 13 MR. JOYCE: I think it says they have 14 authority to communicate on behalf of the principal. 15 What I'm missing is the other party. 16 MR. STRAWN: Sure. Oh, right. This is 17 an attachment, I think, to the trust agreement. 18 MR. JOYCE: Probably, yeah. 19 Q. Okay. So anyway going back, Mr. Halpin, what 20 do you recall about this document? 21 A. That I signed it. 22 Q. Do you know why there are four individuals, 23 that I just read off, that have authority as it 24 relates to benefit payments, no investment direction 25 authority?</p>	<p style="text-align: right;">Page 75</p> <p>1 A. Yeah, yeah. 2 Q. Now Mr. Bowness does not have two asterisks 3 next to his name, so that makes it sound, you know, 4 where it is two asterisk, "Only have authority as it 5 relates to benefit payments; no investment direction 6 authority," that makes it sound as if by being 7 excluded that he does have investment direction 8 authority. Is that a fair reading? 9 MR. JOYCE: Just object on the basis of 10 speculation and form. 11 A. I would say I would be adding some -- at this 12 point, I'm looking at it, I'd say I would be trying 13 to give you some sort of insight that I would be -- 14 I would be speculating as to what insight looking at 15 that now, what that exactly means. 16 Q. Okay. Do you know why you're not listed as 17 an authorized signer here? 18 (Witness reviews document.) 19 A. I would be speculating what it would be. I 20 don't know why I'm not an authorized signer. 21 Q. And do you know why Mr. LaBow wasn't listed 22 as an authorized signer? 23 MR. JOYCE: Same objection on 24 speculation. 25 A. I mean, I'm going to say I don't know this to</p>
<p style="text-align: right;">Page 74</p> <p>1 A. Well, I don't -- I can't remember when Tim 2 joined. Obviously, Marsha, Holly and Dave are all 3 part of payroll, I believe, and benefits. They're 4 not part of the retirement committee. 5 Q. P/R is payroll? 6 A. Yeah, payroll, payroll and payroll. So these 7 three were part of a payroll. So I assume if there 8 was some kind of a payment being made, maybe they 9 were involved for that reason, but I know they were 10 not part of the committee. None of those four. 11 Q. There wouldn't be deductions from employees 12 going into it. It would be contributions from the 13 employer going into the trust. Is that accurate? 14 A. Say that again. 15 Q. That there -- I'm just thinking about how 16 payroll might be connected to this. That there 17 aren't going to be withholdings from the employees 18 because it's not a traditional 401(k) plan where 19 there are withholdings from people's paychecks that 20 go into it. 21 A. They may be involved in the calculation, like 22 Rick was, into what the benefit payment may be. I 23 would only be speculating. 24 Q. Sure. The payments going out as opposed 25 to --</p>	<p style="text-align: right;">Page 76</p> <p>1 be all-inclusive. I don't know. I know when I 2 signed it. I know these individuals. I would 3 probably know their signature, but I don't know if 4 it's all-inclusive. I couldn't tell you if it is. 5 Q. Got you. 6 A. -- it is -- this is it, and it's only this. 7 Q. And it says there in the next-to-last 8 paragraph, "The persons designated above are the 9 only persons entitled to act as authorized 10 representatives of the Principal." It sure sounds 11 exclusive. Anyway, if that's all you can recall 12 about the document, that's fine. 13 A. That's all I can recall about it. 14 Q. Okay. Now we're up to Exhibit 25. 15 (Halpin Deposition Exhibit No. 25 was 16 marked for identification.) 17 Q. Take a look at that and let me know when 18 you've had a chance to look at it. 19 A. Okay. 20 (Witness reviews document.) 21 A. I'll have to do a little reread again, but I 22 think that I've given it a cursory reading. 23 Q. Okay. It -- the document Exhibit 25 says, 24 "SWI Retirement Committee Discussion with Dave 25 Riposo, Corporate Treasurer, WHX Corporation,</p>

Page 77

1 **Regarding Allocation of Assets in Conjunction With**
2 **the Trustee Transition, January 14th, 2009."**
3 **Have you seen this document before?**
4 A. I have.
5 **Q. And was it in preparation for testimony, or**
6 **was it at the time, or is this your document or --**
7 A. I would say, in general, every time we had a
8 meeting with WHX or Ron, we took notes of the
9 meeting. So I would say this was done at or near
10 January 14th.
11 **Q. So you -- if not the author, you contributed**
12 **or looked at it?**
13 A. I would say, yeah, any of the meetings that
14 we had, I would have, at some point in time, been
15 involved in the note taking.
16 **Q. All right. So it says in the first**
17 **paragraph, "On January 14th, 2009, Mike DiClemente**
18 **and Dennis Halpin called Dave Riposo at WHX." Do**
19 **you recall that conversation?**
20 A. I can't say I can affirm the date, but
21 certainly we did have numerous calls in January with
22 Dave Riposo.
23 **Q. Okay. The first numbered paragraph there is,**
24 **"Confirm, and allow another SWI individual hear**
25 **directly from Dave, what Mike DiClemente heard from**

Page 78

1 **him on December 31, 2008."**
2 **That sounds as if Mr. DiClemente**
3 **wanted you on the phone to hear what Mr. Riposo was**
4 **saying?**
5 A. I would say that's fair.
6 **Q. Number two, "To advise him," being**
7 **Mr. Riposo, "that our position on how the assets**
8 **were inequitably allocated between WHX and SWI as**
9 **part of the trustee transition has not changed."**
10 **What did you take away from this**
11 **conversation with regard to Mr. Riposo and WHX's**
12 **attitude toward how the assets had been separated?**
13 A. I think that they were -- I think David was
14 saying that they were fully in agreement with our
15 intention to reallocate.
16 **Q. Okay. When it says here, his immediate**
17 **reaction being, oh -- being Mr. Riposo -- his**
18 **immediate reaction was, "If I were you, I would fire**
19 **Ron."**
20 **Do you recall him saying that?**
21 A. I can't say I recall today he said that, but
22 if it's in the notes, I'd say he probably said it.
23 **Q. I got you. At this time, January 14th, 2009,**
24 **had you had any discussions with Mr. DiClemente or**
25 **anybody else regarding getting rid of or firing**

Page 79

1 **Mr. LaBow?**
2 A. On January 14th, no.
3 **Q. And you sound pretty sure of that. Why are**
4 **you saying that?**
5 A. I would say in January, we were clearly under
6 the impression that Ron could reset, to some degree.
7 We had WHX's concurrence with that. They were on
8 board with a reset. And I mean, Ron -- again, as a
9 20-year pensioner, I think Ron's performance was
10 stellar. The guy was a -- super performance in good
11 and bad times.
12 **So if he's going to say he's willing**
13 **to reset in some degree and WHX is on board with**
14 **that and I have a number one draft pick with a**
15 **2,000-yard season, I'm not getting rid of him. I**
16 **just want him to go back to the degree he committed**
17 **to, say let's get -- if we can't get perfect, let's**
18 **get a reset or a reallocation that's acceptable to**
19 **everybody.**
20 **I don't think they fired him. I think**
21 **he stayed there for quite a while. So if he's**
22 **saying that, it's sort of ironic.**
23 **Q. The next-to-last paragraph there starts with,**
24 **"Dave asked us whether we understood the mechanical**
25 **considerations in doing so, specifically that we**

Page 80

1 **would have to enter into subscription agreements and**
2 **other documentation with each investment manager."**
3 **Do you recall that?**
4 A. I can't say I recall today, but again, if
5 it's in the notes, I would say it's -- there
6 probably was some discussion on that. I don't think
7 we would have had a problem with it. If something
8 needed to be done to get the allocation, we were
9 more than willing to do it.
10 **Q. The next sentence, "We advised Dave that we**
11 **are aware that Ron wants us to do that because we**
12 **have already received documentation from two of the**
13 **existing managers that Ron wants us to use, once he**
14 **sells some of the holdings in the Neuberger Berman**
15 **portfolio that Ron has (autonomously) assigned to**
16 **our pension plans. Dave asked and we confirmed that**
17 **we expect a portion of the Neuberger Berman account**
18 **to be allocated to WHX."**
19 **Let me take that separately. So do**
20 **you recall who the two other existing managers were**
21 **that Mr. LaBow wanted you to use?**
22 A. I can't say -- I can't say today that I
23 remember who they would be.
24 **Q. Okay. I assume they were managers from the**
25 **commingled trust?**

Page 81

1 A. I would say that's a fair assumption.
2 **Q. And then the last sentence, "Dave asked and**
3 **we confirmed that we expect a portion of the**
4 **Neuberger Berman account to be allocated to WHX."**
5 **So that goes to what you were**
6 **testifying to about WHX -- I think you said being on**
7 **board to taking its share of the Neuberger Berman**
8 **account back?**
9 A. I would say it's almost like a Catholic
10 annulment; right? Let's forget that one and go back
11 and say we just want to reset to an -- they owned a
12 share of it before it was separated, so they should
13 take their fair share of that asset.
14 **Q. Okay. Let me show you the next exhibit.**
15 **Exhibit 26.**
16 **(Halpin Deposition Exhibit No. 26 was**
17 **marked for identification.)**
18 **Q. This is another e-mail that you're not on,**
19 **from Mr. DiClemente, January 14th, 2009, to Drew**
20 **Landon. For the record, can you say who Drew Landon**
21 **was.**
22 A. I want to say Drew was the assistant
23 treasurer. He worked in the treasury department.
24 I'm not sure if he was assistant treasurer. He
25 was a Severstal Wheeling treasury department

Page 82

1 individual.
2 **Q. So let me refer you to the last paragraph on**
3 **the third page. You can finish taking a look at it.**
4 A. I'm sorry.
5 (Witness reviews document.)
6 **Q. Before you flip pages there --**
7 A. Sure.
8 **Q. -- the subject line says, forward "SWI**
9 **Retirement Plans - Quarterly Investment Performance**
10 **Reports for" third quarter 2008.**
11 **Is that something that the committee**
12 **did, sending out quarterly reports to other**
13 **individuals in Severstal?**
14 A. I can -- I can only say that as a committee
15 member, that the procedure we followed was Mercer
16 would do an evaluation of the quarterly performance,
17 they would send that to Mike. Mike would then kind
18 of add his input to their report. Typically, he
19 would then send that to us, schedule a meeting, and
20 then we would go through a discussion about the
21 performance and the comments that he had on it. If
22 there wasn't a meeting, then he would tell us all to
23 provide input to him.
24 **Q. Okay. And was that just within the**
25 **committee, between you and Mr. DiClemente, or did it**

Page 83

1 **go out to the -- you know, the employer sponsor?**
2 A. I would say that I -- I can't speak to did it
3 go out to them. I just know he sent it to the
4 committee members in preparation for a meeting. Who
5 else he may have sent it to, I don't know.
6 **Q. All right. Getting back to before we took**
7 **that segue, the last paragraph on the third page**
8 **there, "Transition to Severstal. Following up on**
9 **prior e-mails regarding the need for a transition to**
10 **Severstal given the departure of most of the**
11 **previous Committee members, Mel Baggett, Mike Clarke**
12 **and I spoke in December about the need to**
13 **reconstitute the Retirement Committee. We currently**
14 **have targeted mid-February 2009 for an orientation**
15 **meeting to provide an overview of the Committee**
16 **responsibilities and assess the direction of various**
17 **outstanding projects."**
18 **Are you familiar with that being an**
19 **issue, reconstituting the retirement committee?**
20 A. We definitely had -- had lost some head count
21 on the retirement committee from where it typically
22 was. So I think we would like to have had, you
23 know, a certain number, but to that point -- I'm
24 going to use a sports analogy, so forgive me -- if
25 I've got Sally King on board and I've got Mike

Page 84

1 DiClemente on board, I've got Steph Curry and Kevin
2 Durant, I have a pretty good team of people. It
3 would be healthy to have a couple more people
4 representing us, but I've got -- I've got some, you
5 know, MVPs representing the ERISA compliance side
6 and the technical committee side. So I felt pretty
7 good.
8 **Q. So it says, "Mel Baggett, Mike Clarke and I**
9 **spoke." Does that mean Mr. DiClemente spoke to**
10 **Mr. Baggett and Mr. Clarke about joining the**
11 **committee? Do you have an understanding of that?**
12 A. I don't know. I mean, Mel Baggett was the HR
13 guy out of Severstal in Dearborn, and Mike Clarke, I
14 want to say he was the HR VP out of Wheeling. So I
15 don't know if he was asking them to become members
16 or just wanted to discuss with them because they
17 were part of the HR department.
18 **Q. Are you aware of any discussions from, I**
19 **guess, going back to where we started back in June**
20 **of 2008 when the trusts were being separated, about**
21 **recruiting or asking other individuals to join the**
22 **committee? To join you and Mr. DiClemente?**
23 A. I would think as members left, I think there
24 was discussions about, you know, replacements that
25 could join the team.

Page 85	Page 87
<p>1 Q. Do you recall any, specifically?</p> <p>2 A. Mike would typically try to get a team that</p> <p>3 was HR, legal, finance, what have you. So typically</p> <p>4 to build up a -- I would call a balanced team to</p> <p>5 represent the committee, that would typically be it</p> <p>6 versus a named person.</p> <p>7 Q. So it wasn't a matter of getting people to</p> <p>8 share the work. It was a matter of getting people</p> <p>9 with different "disciplines," for lack of a better</p> <p>10 word?</p> <p>11 A. I think he tried to put a team together with</p> <p>12 disciplines that could provide a certain value. You</p> <p>13 didn't need six linebackers. I mean, at that point</p> <p>14 in time, it's like let's get a running back, let's</p> <p>15 get a quarterback, let's get a good complement.</p> <p>16 Sorry for the sports analogy again.</p> <p>17 Q. Okay. Let me show you what's Exhibit 27.</p> <p>18 (Halpin Deposition Exhibit No. 27 was</p> <p>19 marked for identification.)</p> <p>20 (Discussion held off the record.)</p> <p>21 Q. Mr. Halpin, this is an e-mail that, for a</p> <p>22 change, has your name on it, from Mr. DiClemente to</p> <p>23 you, January 15th, 2009. Take a look at that.</p> <p>24 A. Okay.</p> <p>25 (Witness reviews document.)</p>	<p>1 looking back would be whether there were any losses,</p> <p>2 and the issue going forward would be we want to make</p> <p>3 sure we have a diversified portfolio that's right</p> <p>4 for us. Is that a --</p> <p>5 A. I would say that's wrong. I would say we</p> <p>6 were always looking for, first, a diversified</p> <p>7 portfolio. I mean, if Ron told me last night he bet</p> <p>8 on the Jets minus three and doubled our money, I</p> <p>9 would say that's great performance as a pensioner.</p> <p>10 That's a horrible thing to do for a fiduciary.</p> <p>11 So performance was -- I'm not going</p> <p>12 say part of the equation, but clearly the question</p> <p>13 here was that he had violated our guidelines in</p> <p>14 terms of diversity, and so we wanted to make sure</p> <p>15 that, as a fiduciary, that that investment portfolio</p> <p>16 was an equitable diversified portfolio.</p> <p>17 But the losses, I'd say, I mean, that</p> <p>18 wasn't -- it wasn't like if he gained money we were</p> <p>19 okay with the allocation.</p> <p>20 Q. I'll disagree with you to the extent that the</p> <p>21 conversations in the documents that we've seen</p> <p>22 aren't what's your plan for a diversified portfolio;</p> <p>23 it's we want what we had. Would you agree with</p> <p>24 that?</p> <p>25 MR. JOYCE: Object to form.</p>
Page 86	Page 88
<p>1 A. Okay.</p> <p>2 Q. All right. So the body there says, "Dennis,</p> <p>3 If LaBow balks at the (modified) reset" -- I take</p> <p>4 that part to mean modified reset as in it can't be a</p> <p>5 perfect reset, a perfect 10 percent of the</p> <p>6 pre-November 3rd, 2008, asset mix?</p> <p>7 A. I was nodding my head. Sorry. I would say</p> <p>8 that's fair.</p> <p>9 Q. And then it goes on, "rather than advise him</p> <p>10 that he is accountable for the losses." Had you</p> <p>11 made a determination at that point, January 15th,</p> <p>12 that there had been losses to the plans?</p> <p>13 MR. JOYCE: I'll just object to the</p> <p>14 extent it's seeking legal opinion or an expert</p> <p>15 opinion on what losses were or were not incurred.</p> <p>16 A. I -- I don't -- I'm not aware that we had</p> <p>17 actually tried to calculate the loss. I don't think</p> <p>18 that, even though I see that in there, that was</p> <p>19 never really the intent. The intent was to try to</p> <p>20 get that fair allocation, if we took a fair share of</p> <p>21 the loss or the gain, whatever. Maybe it was a fair</p> <p>22 share of the allocation. I can't speak to why</p> <p>23 that's specifically in there.</p> <p>24 Q. It seems to me if you broke it down looking</p> <p>25 forward versus looking back, that the issue of</p>	<p>1 A. We always wanted a diversified portfolio. If</p> <p>2 we could get a perfect allocation, that's a</p> <p>3 diversified portfolio. If I could get -- if I could</p> <p>4 play with 70 percent of the fund managers and 70</p> <p>5 percent of the assets, I would say that's probably</p> <p>6 was acceptable, but tell us which ones -- and I need</p> <p>7 to know why I can't participate in some of the</p> <p>8 others.</p> <p>9 It's as important to find out why I</p> <p>10 couldn't participate in them, as opposed to why</p> <p>11 these ones I could participate in and to the degree</p> <p>12 that I could, which there clearly were more than</p> <p>13 Neuberger Berman. Clearly. He even admits that</p> <p>14 several times. I don't understand why you only gave</p> <p>15 me one. That's clearly not acceptable. Is three</p> <p>16 acceptable? Let me see the detail, and then I can</p> <p>17 tell you.</p> <p>18 So our thing was that you didn't give</p> <p>19 us, you know, Neuberger Berman, and it's at 40</p> <p>20 percent today, this is great, keep going. It was,</p> <p>21 what you gave me was unacceptable, and I need, as a</p> <p>22 fiduciary, to have a diversified fund.</p> <p>23 So I mean, I'm not saying performance</p> <p>24 isn't part of that. I wanted the same performance</p> <p>25 that I would have had if I had had the original</p>

<p style="text-align: right;">Page 89</p> <p>1 reset. That's what I wanted. I don't want more. 2 I'm not trying to get more. I just want the same. 3 Q. It goes on to say, "I'm thinking that an 4 alternative would be to seek recourse with WHX by 5 convincing WHX that they are implicated in this 6 allocation by accepting assets that were inequitably 7 distributed." 8 I take that part of the sentence 9 meaning that WHX got more than their fair share -- 10 is probably a better way to say it -- of the assets 11 in a commingled trust? 12 A. I remember distinctly saying, I don't want 13 more than I should get or less than I should get. I 14 just want what I should get. So when they say -- I 15 think the comment that that's making is, if we get 16 them on board and both of us talk to Ron and we both 17 agree that there needs to be a reallocation -- 18 Q. Right. 19 A. -- that makes, I think, the resolution a much 20 smoother resolution. WHX had told us numerous times 21 that they were fully on board. So our attitude was, 22 let's get them and us to join together to tell Ron 23 we both agree that there needs to be a reallocation 24 here. Now let's do it. 25 Q. Okay.</p>	<p style="text-align: right;">Page 91</p> <p>1 Q. So going down to the third full paragraph it 2 says that, "Mike then advised that the Committee had 3 decided that Ron needs to reset the portfolio using 4 those investments for which there are no transition 5 issues." I take it the ones he could easily split 6 up 90/10. Is that your understanding? 7 A. Yeah. Any one that could have been allocated 8 to us at the time, you know, besides Neuberger 9 Berman, we were looking for him to use those as a 10 blend of how the allocation should have gone. 11 Q. Got you. Then the sentence goes on, "and 12 that Ron should present his recommended plan of 13 reallocation to the Committee for our review." 14 This is, to my understanding, the 15 first time it comes up in the documents that the 16 committee wanted a plan from Mr. LaBow. Do you know 17 when you started to first ask Mr. LaBow for a plan? 18 A. I mean, it seems that gets more formal here. 19 I want to say the first time we had a meeting with 20 him, we clearly said we need to reallocate. I mean, 21 "plan" is may be a more formal word to use. But I 22 would say the first two minutes I spoke to him in 23 January, it was clear that we wanted a reallocation. 24 Q. Okay. What do you take it to mean here in 25 this document, "that Ron should present his</p>
<p style="text-align: right;">Page 90</p> <p>1 A. I get a little -- it's the caffeine kicking 2 in. 3 Q. Let's mark Exhibit 28. 4 (Halpin Deposition Exhibit No. 28 was 5 marked for identification.) 6 Q. Just for the record, Exhibit 28 is a two-page 7 document. It's titled the "Minutes of Conference 8 Call, Severstal Wheeling, Inc. Retirement Committee, 9 and it's dated January 16th, 2009. Take a look at 10 that, Mr. Halpin. 11 A. Okay, yes. 12 (Witness reviews document.) 13 A. Okay. 14 Q. All right. Have you seen this document 15 before, Mr. Halpin? 16 A. I have. 17 Q. So it looks as if this is notes from a 18 conference call on January 16th with you and 19 Mr. Halpin and Mr. LaBow. Do you recall that -- 20 that call? 21 A. I don't recall that specific date, but I 22 would say, again, it's one of the many conversations 23 we had with Ron and/or Mike, Dave Riposo. So I 24 would say, yeah, that seems to represent what this 25 is, January 16th meeting conference call.</p>	<p style="text-align: right;">Page 92</p> <p>1 recommended plan of reallocation to the Committee 2 for our review." 3 A. I believe that we were starting to get some 4 confusion as to what items couldn't be allocated, 5 what kind of restrictions there may be. And instead 6 of getting fragmented comments on each call, why 7 don't you put it in writing, and let's get a formal 8 plan so we can understand this better. 9 Q. Okay. It looks like it went on to discuss 10 individual plans that you could get into and you 11 could not get into. So you got into that level of 12 detail, speaking about the individual funds? 13 A. Again, I would say any time Ron spoke, it was 14 never a complete thought. This happened to be 15 examples of where maybe we could have. I believe 16 there were other ones that were also being -- but 17 again, here's another one of his isolated, you know, 18 pieces of the puzzle examples. So I don't think 19 that this in any way was, you know, all of them. It 20 was just some of them. 21 Q. Sure, I got you. Going to the second page, 22 the fourth paragraph from the bottom of the page 23 there. "He conveyed that he was puzzled as to 'why' 24 we continue down this (reset) path, citing that 25 there would be costs and adding that he would</p>

<p style="text-align: right;">Page 93</p> <p>1 'prepare a writing' indicating that 'such action 2 would result in added fees and lower asset values,' 3 and that he would formally advise against such 4 action." 5 Do you recall discussing that with 6 him? 7 A. I can't say I remember that specific 8 discussion here today, but obviously if it's in the 9 notes here, I would say we did have that discussion. 10 Q. Do you remember, if not this phone call, any 11 other conversations with Mr. LaBow that doing a 12 reset would harm the plan or raise costs or 13 something like that? 14 A. Again, I think our focus was compliance with 15 the guidelines. So if that happened to cost 16 additional amounts or if we participated in an 17 acceptable allocation that the fund may lose a 18 value, again, I go back to the betting on the Jets. 19 It wasn't necessarily that performance dictated 20 acceptance. It clearly was we want our equitable 21 share. We don't want to be injured or benefited, 22 nor do we want WHX injured or benefited. We just 23 want to have an acceptable split that as a fiduciary 24 we could say follows our guideline. So if there 25 were additional fees, I would assume those fees</p>	<p style="text-align: right;">Page 95</p> <p>1 he thinks he can do it. 2 Once the redo is completed -- that's 3 the whole purpose of the plan. Why don't you show 4 us the plan, what you're going to do, and we can say 5 that's acceptable. I'm just saying does it fit our 6 guidelines? I'm not going to judge him. He could 7 have gone out and done it. I think we were very 8 clear about what we wanted that to be. 9 So to that point, I would say -- if I 10 can do it, I will. Yeah, he just told us he can do 11 something because he just highlighted three things 12 he could do. To the point that he says once it's 13 done, I don't know if that's he's trying to threaten 14 us or caution us. Show us the plan before you do 15 it. We would appreciate that. He didn't have to. 16 He could do whatever he wanted at that time. We 17 would appreciate seeing a plan so that we could all 18 agree it's proper. 19 Q. Just moving a sentence or two ahead there, 20 next-to-the-last sentence in that paragraph, "Mike 21 had to emphatically reply that he did not want Ron 22 to take any action prior to providing us with his 23 formal allocation plan, specifically stating, "Don't 24 act until you show us the allocation. Ron paused, 25 seeming to then fully grasp what Mike was asking</p>
<p style="text-align: right;">Page 94</p> <p>1 would be borne by both sides. 2 Q. Now, along the lines of what you testified to 3 earlier, the second-to-last paragraph there starts 4 with, "Ron then strongly reacted to our reset 5 request, stating, 'If I can do it, I will do 6 it...once you tell me to do it, I'm going to do it,' 7 and that we would not have an opportunity to assess 8 it and ask him to re-do it once it's completed." 9 Do you recall that part of the 10 conversation? 11 A. I'm going to say I don't recall here again 12 today. Sorry to be repetitive. I don't recall here 13 again today, but I would say, if it's part of these 14 notes, I would say that that discussion did happen. 15 Q. Do you recall that, just in general, from any 16 of the conversations with Mr. LaBow? 17 A. Do I recall -- 18 Q. Him saying that if I can do it, I will do it, 19 but then you may not have the opportunity to undo it 20 once it's completed, or something along those lines? 21 A. Again, I'll go back. I can't say I knew back 22 then, but clearly he said he would do it on December 23 30th with Sally King and Michael. This isn't the 24 first time he's saying I can do it and I will do it. 25 Here we are on January 16th that he's still saying</p>	<p style="text-align: right;">Page 96</p> <p>1 for." 2 It seems to me from reading that that 3 you're clipping Mr. LaBow's wings. No, you don't 4 have authority to act. You've got to give us a plan 5 before you act. 6 A. You know, we could say that. We could say, 7 we'd like to see this. He could have still done -- 8 he still had the full power to do whatever he 9 wanted. We can make it a strong, you know, 10 intention of ours to say don't do anything, but he 11 still had the full authority to do prospectively 12 what he wanted to do, currently, back. I don't 13 think -- I think by us saying that, it doesn't strip 14 him of his authority. We're strongly saying we 15 would like to see it. 16 Q. So the retirement committee who is employing 17 Mr. LaBow tells him don't act until you show us the 18 allocation, and he can ignore that and say but the 19 agreement you signed says I can act, so I'm going to 20 do it despite what you told me? 21 A. We would hope that he wouldn't do that. I 22 don't think he ever was -- lost his full authority, 23 stripped of his full authority. He always had full 24 authority. I could fire him the next day if he did 25 it and didn't tell me. I have that ability to do</p>

Page 97

1 that. I would hope that if he didn't do it again,
2 maybe I would think about, hey, maybe this guy is
3 just not listening to what we're asking for. I
4 certainly have that authority. I don't have the
5 investment authority. That's him.
6 **Q. All right. Let me show you the next exhibit,**
7 **29.**
8 **(Halpin Deposition Exhibit No. 29 was**
9 **marked for identification.)**
10 **Q. This is two pages. The first page looks like**
11 **the e-mail, and the second page looks like the**
12 **attachment. Take a look at that, will you,**
13 **Mr. Halpin.**
14 **(Witness reviews document.)**
15 A. Okay.
16 **Q. Okay. So the first -- first page there, the**
17 **e-mail is from Mr. DiClemente dated January 20th,**
18 **2009, and it's to Mr. LaBow, CCing Ms. King, you,**
19 **Mr. Halpin, and Dave Riposo, and the subject line**
20 **is, "Reallocation of Assets from the WHX Master**
21 **Trust."**
22 **"Ron, confirming our discussions on**
23 **January 16th" -- which is, I guess, the phone call**
24 **that we were just talking about on Exhibit 28?**
25 A. Okay.

Page 98

1 **Q. -- "attached is the letter outlining our**
2 **understanding of how we will proceed with the**
3 **reallocation of assets from the WHX Master Trust."**
4 **Mr. Riposo wasn't included on the**
5 **phone call but you're including him on -- or**
6 **Mr. DiClemente included him on the letter, in the**
7 **e-mail here, I guess to include him on what the plan**
8 **was that you wanted to have going forward?**
9 A. I would only be guessing, but I assume since
10 we talked to David previously to that about what we
11 intended to do that it was probably a copy showing
12 David that we're making this request now from Ron,
13 which he would have spoke to him previously.
14 **Q. Okay. Looking on the second page there, the**
15 **letter January 20th, 2009, to Mr. LaBow from**
16 **Mr. DiClemente and CCing you and Ms. King and**
17 **Mr. Riposo. Again, the first paragraph talks about**
18 **the Severstal trust getting its proportionate share**
19 **of the assets in the WHX trust.**
20 **The second paragraph, "Please prepare**
21 **a written plan to reallocate the assets**
22 **retroactively as of the transition date and provide**
23 **that plan to both the WHX Pension Investment**
24 **Committee and the SWI Retirement Committee for our**
25 **collective review. We will work together with WHX**

Page 99

1 **and then provide you with any feedback in order to**
2 **assure that both parties are mutually satisfied with**
3 **the final allocation."**
4 **Did you ever get such a plan from**
5 **Mr. LaBow?**
6 A. I don't believe we ever got a formal plan
7 from him. I believe he may have sent an e-mail
8 with, again, some examples or reasons, but I don't
9 believe we ever received a formal plan.
10 **Q. Right. And then it goes on to, as to**
11 **"identify in writing those accounts that cannot or**
12 **should not be proportionately allocated," and the**
13 **"reasons for such treatment," and "how you are**
14 **recommending equitable allocation of those assets**
15 **among the remaining (or substitute) investments."**
16 **I guess that goes back to what you**
17 **were saying about diversifying it and mimicking -- I**
18 **know that wasn't your word -- the original**
19 **commingled trust funds?**
20 A. Yeah, I think -- again, I think this is --
21 you could almost take this and put it in I can't
22 tell you how many places. I don't think we ever
23 wavered on our instruction. I don't think it was
24 ever ambiguous what our instruction was.
25 **While he seemed to have some very**

Page 100

1 granular detail why certain things couldn't happen,
2 I don't know why a guy at his level couldn't figure
3 out exactly what all we were asking for. It's a
4 pretty simple request. I thought it was fairly
5 clear what the request was. But it was very
6 difficult to pin him down to give that.
7 **Q. You don't have any idea as to why that was**
8 **the case, that he wasn't more forthcoming to what**
9 **you were requesting?**
10 A. I would be speculating with Ron's
11 personality. If you met Ron, you know his
12 personality. I sometimes equate him to Colonel
13 Jessup in "A Few Good Men." I think he just thought
14 somehow that performance dictates anything,
15 including incorrectness, and if I perform well, then
16 what's the problem. And I think he, at some point
17 in time, must have, in hindsight, missed a key part
18 of our intention.
19 **But I would sit here and tell you that**
20 **this, to me, continues to be extremely clear,**
21 **extremely simple, extremely consistent, and yet we**
22 **never really got what I would call an acceptable**
23 **product out of him. Complete product.**
24 **Q. I know I'm jumping ahead a little bit, but at**
25 **what point did it get to the point where you thought**

Page 101

1 he wasn't being responsive and you had to replace
2 him or do something else?
3 A. I can't tell how late in the game that was.
4 Again, certainly when WHX was on board with us,
5 which was for quite some time. And Ron said he
6 couldn't perfectly do it, and I'm going to give
7 him -- again, as a pensioner, I thought the guy was
8 fantastic. I mean, he did stellar in good times; he
9 did stellar in bad times.
10 Who would I put in his place because
11 this guy can perform in any type of season and
12 environment. So I'm not going to lose this guy
13 because he fumbled the ball once, if he can recover
14 the ball. And so to the degree that he had the
15 ability to reset, and to the degree that we had
16 WHX's concurrence, I think there was never a time
17 where we thought about replacing him. Let's just --
18 let's just reset this thing and move forward.
19 So I can't tell you when there became
20 a time that we felt that Ron wasn't going to do it.
21 It was very late in the game. There was a time that
22 Glen Kassin, the WHX chairman of their committee,
23 had kind of reversed their opinion, late in the
24 game, which then kind of gave us a different
25 assessment of how that was going to work. Maybe you

Page 102

1 have something here.
2 Q. That's coming up.
3 A. So I'd say -- but for a very long time, if he
4 had said at the beginning, I'm not willing to do
5 this, guys, and WHX would have said, we're unwilling
6 to do this, go pound salt, I think we probably would
7 have had a different strategy.
8 Again, all this time, we are under
9 what I could call counsel, expert ERISA counsel. So
10 it's not like we're, you know, every time we're not
11 asking Sally, what do you think. I don't think I
12 can get into what her comments were, but this wasn't
13 done in a vacuum. This was done with regular
14 consultation of McGuireWoods. It wasn't two finance
15 guys sitting and saying what do you think we should
16 do.
17 Q. What about Mercer; did you have any
18 discussions with Mercer along the way about
19 reallocation, up to this point January 20th, 2009?
20 A. I -- again, I have to defer to Mike's --
21 Mike's background being what it was, he was -- he
22 was the go-to guy for WHX, he was the go-to guy for
23 Ron LaBow, and he was the contact for Mercer. So he
24 would get the information.
25 When Mercer sent it, they sent to it

Page 103

1 him. I think there's a guy, Louis Finney, and maybe
2 a couple other names that were Mercer that Mike
3 dealt with. So I'd say those roles were, probably
4 for some time best performed by Michael. When I
5 came on board, those were items that he -- I'm not
6 saying was responsible for, but as a practice,
7 that's what he did.
8 Q. And just for the record, this came up before,
9 do you know how to spell Mr. Finney's last name?
10 A. I'm -- this is like the spelling bee; right?
11 I'm going to say F-I-N-N-E-Y, but I can't say for
12 sure. I think that's what it is.
13 MR. JOYCE: That's my understanding.
14 MR. STRAWN: Okay.
15 THE WITNESS: I think that's it. That E
16 I'm not a hundred percent sure. I think it's
17 F-I-N-N-E-Y. Louis, I know that one.
18 Q. Let me show you Exhibit 30.
19 (Halpin Deposition Exhibit No. 30 was
20 marked for identification.)
21 Q. For the record, this is an e-mail from
22 Mr. DiClemente dated January 23rd, 2009, to
23 Jacquelyn Thomas, and you have a CC, and Mr. Bowness
24 has a CC. The subject is "Direction Letter to Ron
25 LaBow Regarding Reallocation of WHX Trust Assets -

Page 104

1 Privileged and Confidential," and the attachment
2 says 1-20-09. So it makes me think that the
3 previous exhibit, No. 29, is the one it's referring
4 to. Does that sound right to you?
5 A. I can't say that it's, you know, a derivative
6 of that. I can only say that, again, I think
7 Michael knew that area better than I did. The fact
8 that he's saying this, I think, is just giving a
9 heads-up to the Allegiant Group that there may be --
10 if, in fact -- somebody made the assertion that
11 you're going to have to sign these new investment
12 agreements, et cetera, I think he's just giving them
13 a heads-up that there may be some homework coming.
14 Q. Okay. So the body of the e-mail reads,
15 "Jacquie, Following our discussion (you, Rick, and
16 myself)" -- that would be Mr. Bowness; right? Rick.
17 A. Yeah.
18 Q. -- "today, attached is the letter we sent to
19 Ron LaBow directing that the assets be reallocated
20 between WHX and SWI pension plans" -- and just to
21 interrupt there. WHX had a different trust at that
22 point. They weren't the same -- they didn't have
23 the same trustee that you did; is that correct?
24 A. I would assume that's correct. I can't say I
25 know for sure.

<p style="text-align: right;">Page 105</p> <p>1 Q. Okay. Back to the sentence -- "that resulted 2 from the trustee transition that pre-dated your 3 involvement. Ron needs to present his plan, SWI and 4 WHX need to agree, and we need to enter into direct 5 investment management agreements with each of the 6 managers that will permit execution of the 7 reallocation. There is a lot of work ahead of us. 8 Thank you for your patience as we work through this 9 process. 10 "As discussed, we'll follow up with 11 another letter regarding the assets that currently 12 reside in our account." 13 What was the purpose of this letter? 14 MR. JOYCE: Objection just to 15 speculation. It wasn't written by this witness. 16 A. I see I'm copied on it, but again, I wasn't 17 in the discussion. I would say I'm not a hundred 18 percent sure. It may be a result of a discussion 19 that they had, but I was not in that discussion. 20 Q. Did you have any discussions with -- you 21 yourself -- Mr. DiClemente or anybody else about 22 directions given to the trustee, Ms. Thomas there? 23 A. I can't recall if there -- if there was a 24 need to or whatever. I'm not sure why he actually 25 wrote that. I would say I had discussions shortly</p>	<p style="text-align: right;">Page 107</p> <p>1 marked for identification.) 2 Q. Just for the record, it says "Minutes of 3 Conference Call Severstal Wheeling, Inc. Retirement 4 Committee" meeting, and it looks like it says, 5 teleconference, January 26th, 2009. Have you seen 6 this document before? 7 A. I don't recall it, but again, if it's a 8 meeting that happened in January, there were many of 9 them. I see my name on it. I would say I was 10 certainly involved in it. 11 Q. Take a look at it just to be a little 12 familiar with it. 13 (Witness reviews document.) 14 A. Okay. I may need to reread a particular 15 paragraph depending on what your question is. 16 Q. Sure, sure. The second paragraph on the 17 first page says, "This meeting was held pursuant to 18 Ron's request." That just seemed different than 19 some of the other conference call minutes that I've 20 seen, that this one said specifically that it was 21 Mr. LaBow's request. Does that stand out to you at 22 all? 23 A. I would -- I would say that we probably 24 initiated most of them, so if it says Ron wanted to 25 have this one, probably it was Ron. But that</p>
<p style="text-align: right;">Page 106</p> <p>1 before that about the need to do this and who was 2 going to be involved. But as to this particular 3 phone call and/or this follow-up discussion, I'm not 4 sure. 5 Q. While it's not saying it directly in this 6 letter, the -- the inference that I'm making is that 7 don't accept any trade directions from Mr. LaBow. 8 A. Oh, I don't get that at all. I don't see 9 that. 10 Q. So what do you think -- 11 A. I think it's a courtesy heads-up that there's 12 stuff that may be coming and don't take a vacation 13 or something. I don't think there's any issue here 14 that's saying do not take any instructions from him. 15 I don't see -- where does it say that? 16 Q. Sure, sure, it doesn't say that, but what -- 17 what role would the trustee have in approving 18 Mr. LaBow's plan? 19 A. I can't say -- I don't know what that -- I'm 20 just thinking you're asking me what my opinion of 21 this is. I believe this is a courtesy heads-up that 22 there's work coming. That's all I can make out of 23 it. 24 Q. Okay. Let's go to Exhibit 31. 25 (Halpin Deposition Exhibit No. 31 was</p>	<p style="text-align: right;">Page 108</p> <p>1 probably wasn't the typical. 2 Q. And the way I'm kind of reading the notes 3 here, it seems like it's a slightly different issue 4 that's being brought up about lending out 5 securities. So I don't know if that triggers any 6 recollections. 7 A. I mean, I remember there was something back 8 in that time period where Ron was concerned that 9 certain custodians may be lending securities out, 10 maybe he heard it, read it somewhere, and he wanted 11 to make sure that that wasn't happening in our 12 place. So he had just brought up that issue. So 13 that was certainly one of the things that he talked 14 about, just wanted to get confirmation that we were 15 not doing it. 16 Q. Okay. But I guess the third paragraph is 17 kind of long. 18 A. Yeah, it's a long one. 19 Q. About midway down there, there's a sentence, 20 "Mike expressed his surprise and confusion over this 21 (i.e., that Morgan Stanley would have some issue as 22 to the level of any given custodial account based 23 solely on value), but Ron repeated that (sic) Morgan 24 Stanley simply won't do it, adding that Morgan 25 Stanley wouldn't handle an account nowadays below</p>

Page 109	Page 111
<p>1 \$50 million."</p> <p>2 Do you see that sentence?</p> <p>3 A. I do.</p> <p>4 Q. Do you recall that being discussed?</p> <p>5 A. I can't say today I recall that, but as I</p> <p>6 read it, to me that goes back to my confidence in</p> <p>7 what Mike knows about that business. I can't say</p> <p>8 that I could offer any value to both what they're</p> <p>9 saying, but I think Mike knew well enough about it</p> <p>10 that he was confused and so he mentioned it. Ron</p> <p>11 responded. But again, if it's in the notes, I'm</p> <p>12 sure it was discussed, but the two of them were</p> <p>13 talking a little bit foreign to me.</p> <p>14 Q. Mr. LaBow said at his deposition something to</p> <p>15 the effect that, I guess at this time period,</p> <p>16 January 2009, that fund managers were -- didn't want</p> <p>17 to open new accounts and were raising what minimums</p> <p>18 were. The import I took from it was that things</p> <p>19 weren't the same as they were November 3rd, 2008, in</p> <p>20 terms of being able to open the same accounts.</p> <p>21 That's not elaborated on here in these notes. Do</p> <p>22 you recall that at all?</p> <p>23 A. I don't recall it, but -- if I can just --</p> <p>24 I'm going to go back to a prior document and say we</p> <p>25 asked him to specifically cite those exact items.</p>	<p>1 Exhibit 32, a letter from Mr. LaBow. That's two</p> <p>2 pages. Take a look at it and see if you recall it.</p> <p>3 (Halpin Deposition Exhibit No. 32 was</p> <p>4 marked for identification.)</p> <p>5 (Witness reviews document.)</p> <p>6 A. I almost took my pen out and was going to</p> <p>7 start to highlight one or two things. I don't want</p> <p>8 to touch the exhibit.</p> <p>9 Q. Do you want one to write on? I have an</p> <p>10 extra.</p> <p>11 A. No, no, it's just instinct.</p> <p>12 (Witness reviews document.)</p> <p>13 A. Okay.</p> <p>14 Q. All right. On the first page there it says,</p> <p>15 February 4th, 2009. It's a letter from Mr. LaBow,</p> <p>16 and it's addressed to Mr. DiClemente and you. Did</p> <p>17 you both have your office in Wheeling?</p> <p>18 A. Yeah.</p> <p>19 Q. Okay. And on the second page, I see a CC</p> <p>20 goes to Glen Kassan. My understanding was he was at</p> <p>21 WHX.</p> <p>22 A. He had some big title at WHX, but I know he</p> <p>23 was the retirement -- the chairman of the retirement</p> <p>24 committee at WHX.</p> <p>25 Q. Okay. And another CC to Sally King, your</p>
Page 110	Page 112
<p>1 So if the climate has changed, just tell us that the</p> <p>2 climate has changed. I mean, again, here we give</p> <p>3 him a week before that, give us this, and now he's</p> <p>4 calling up, giving us examples and not fulfilling</p> <p>5 what was asked for.</p> <p>6 I mean, telling us, again, you're</p> <p>7 giving us a new piece of information. The next day</p> <p>8 Morgan Stanley couldn't do this, the next day he'll</p> <p>9 tell us that Procyon couldn't do this. I think it</p> <p>10 was very clear a week earlier what exactly we asked</p> <p>11 him to do. I think Mike says it here if I read it</p> <p>12 right. He said, Ron, give it to us in writing</p> <p>13 again. Ron, just write it down. I shouldn't have</p> <p>14 to write it in these notes. I guess I would have to</p> <p>15 take this table up and put a puzzle together and</p> <p>16 say, all right, there's where he says Procyon. No,</p> <p>17 we're just asking you as the investment manager just</p> <p>18 write it down in a complete, cohesive piece of paper</p> <p>19 that we could now see why we couldn't do. And to</p> <p>20 the degree we could, let's do that.</p> <p>21 I mean, I just -- I just don't</p> <p>22 understand why that was so difficult to do. He</p> <p>23 obviously knew things, but they come out -- they</p> <p>24 come out of the woodwork.</p> <p>25 Q. Okay. All right. That brings us to</p>	<p>1 attorney. The next CC was to Jim McCabe. Was he</p> <p>2 also at WHX?</p> <p>3 A. He was a retirement -- he had a WHX position,</p> <p>4 and he was a retirement committee member of WHX.</p> <p>5 Q. The next name -- and I'm going to</p> <p>6 mispronounce it -- Manes Merrit, Esquire. Do you</p> <p>7 know who that individual was?</p> <p>8 A. I don't.</p> <p>9 Q. I would speculate that that's WHX's attorney,</p> <p>10 but I'm not sure.</p> <p>11 A. It wasn't ours, yeah.</p> <p>12 Q. And the last one, David Riposo, and we</p> <p>13 already covered that he was from WHX.</p> <p>14 A. Yeah.</p> <p>15 Q. All right. So was this -- from looking at</p> <p>16 the documents we've looked over today, Mr. LaBow's</p> <p>17 written response to all the requests from you and</p> <p>18 Mr. DiClemente?</p> <p>19 A. If it was, it's consistently incomplete. I</p> <p>20 think he's -- I don't see this as an acceptable</p> <p>21 response to ours. Once again, to say several prime</p> <p>22 brokers. I mean, he doesn't identify who the prime</p> <p>23 brokers are. He then admits that there were other</p> <p>24 accounts that we could have divided up, but</p> <p>25 apparently he didn't do that. He then admits that</p>

<p style="text-align: right;">Page 113</p> <p>1 in the summer of 2008, he recognized that he had 2 roadblocks. I don't think he ever communicated 3 those roadblocks to us. I mean, this thing's got 4 problems all over it. 5 I mean, I could -- I could probably 6 spend a half hour telling you all the problems with 7 this. But to tell me you now realize in the summer 8 of 2008 you came across roadblocks -- I mean, I 9 would suggest that he probably was discussing those 10 roadblocks with his buddies at WHX. But I don't 11 know any conversations that told us about the 12 roadblocks. 13 And to say that Mason and Capital -- 14 and I think those were pretty decent sized funds 15 within the portfolio, now you tell me that you could 16 have divided those up. I don't know why you didn't 17 do that, so how could you tell me that you had no 18 other choice. I mean, the thing is so 19 self-conflicting, you could get a headache. 20 Q. When you say he was talking to his buddies at 21 WHX, that's referring to -- to what, just to say it 22 for the record? 23 A. I would have to say -- again, back then I 24 didn't know this, but seeing the documents that have 25 come out over the last time, the conversations that</p>	<p style="text-align: right;">Page 115</p> <p>1 is a toxic transfer, you recognize that's not an 2 equitable allocation and you do it anyway. 3 Q. So you're referring to something in which 4 Mr. Kassan says that the Neuberger Berman account is 5 toxic? 6 A. Yes. In a conversation he used that word. 7 So he recognized the fact that what he was 8 transferring obviously was an awkward transfer for 9 him to say as a retirement committee of theirs. 10 Q. And when you say in a conversation, in a 11 conversation with you or in a document that you saw? 12 A. I was part of the conversation. I heard the 13 word. 14 Q. Oh, okay. 15 A. I don't know if it's written down. I think 16 it is somewhere in a note. I clearly remember him 17 saying -- personally Glen Kassan saying that it was 18 a toxic transfer. 19 Q. Do you know any limitation on why the 20 Neuberger Berman stock couldn't have been sold and 21 diversified on the day it was transferred to the 22 Severstal trust? 23 A. It could have been sold the day before. Ron 24 could have made it cash and just gave us the cash. 25 Q. But on the date, November 3rd, do you know of</p>
<p style="text-align: right;">Page 114</p> <p>1 were going on between Dave Riposo, Ron LaBow, Glen 2 Kassan, in my mind, my personal opinion is there was 3 definitely some inappropriate conversations going on 4 that were not shared with us. 5 Q. Inappropriate in what way? 6 A. He's telling them what he's going to do. 7 He's not telling us what he's going to do. He's 8 instructing them -- there's a conversation in one of 9 these things where I find it amazing that we tell 10 him and Glen Kassan this is what we want. Glen 11 Kassan is a -- let's say a family member to us. 12 We're both in the same fund. So we tell Glen Kassan 13 what we want; we want a proportional share. At some 14 point in time, Ron LaBow decides that he's just 15 going to give us the Neuberger account. 16 Well, clearly the WHX retirement 17 committee chairman knows that's not what we wanted, 18 but he did it anyways. So and then to later tell 19 us -- to admit to us in a conversation that he 20 realized that was a toxic transfer -- and that was 21 his word, "toxic." 22 So you're telling me Mr. Kassan, you 23 knew our instruction, you received and you signed a 24 document that said you knew our instruction, Ron 25 tells you to do this toxic transfer, you admit this</p>	<p style="text-align: right;">Page 116</p> <p>1 any impediment to the assets in the Neuberger Berman 2 account from being sold and diversified for the 3 Severstal trust? 4 MR. JOYCE: Object to form and 5 speculation. 6 A. Yeah, I mean, if there was -- if it was going 7 to be moved to cash the day after and there was an 8 impediment -- and Ron's smart enough to know if 9 there's an impediment or not -- I can't say right 10 now. But I can tell you if there could be an 11 impediment, he could have liquidated it on the front 12 side and just moved it over to cash. So if he 13 thought he was going to liquidate on day one, why 14 don't you liquidate it on day zero. 15 Q. I understand your answer. The next-to-last 16 paragraph on the second page, Mr. LaBow says, "I 17 plan on investing the cash and a substantial portion 18 of the Neuberger Berman account with Proxima, Mason 19 Capital, Capital Defense and the macro fund run by 20 Wai Lee. Of course, none of this will be done 21 without your approval. Because of the extremely 22 high transaction costs and fees the two fund of 23 funds owned by WHX are going to be liquidated." 24 Do you know which two fund of funds 25 were going to be liquidated?</p>

<p style="text-align: right;">Page 117</p> <p>1 A. I can't say I know which ones those would be.</p> <p>2 Q. It sounds as if what he's saying is that WHX</p> <p>3 is being invested differently going forward. It's</p> <p>4 not at the same static assets that they had in the</p> <p>5 commingled trust before November 3rd, 2008.</p> <p>6 MR. JOYCE: Objection to form.</p> <p>7 Speculation.</p> <p>8 A. I would say I don't know.</p> <p>9 Q. Would you think it was possible that in</p> <p>10 February 2009 there would have been a better asset</p> <p>11 mix for WHX and for Severstal than existed in</p> <p>12 November 3rd, 2008?</p> <p>13 MR. JOYCE: Objection to form.</p> <p>14 Speculation. To the extent it's seeking an opinion</p> <p>15 of an expert or a legal conclusion.</p> <p>16 A. Yeah, again, I wouldn't know. At that time</p> <p>17 in that environment, I mean, he was our guy.</p> <p>18 MR. STRAWN: Off the record.</p> <p>19 (Discussion held off the record.)</p> <p>20 (A brief recess was taken.)</p> <p>21 BY MR. STRAWN:</p> <p>22 Q. Mr. Halpin, let me show you what's</p> <p>23 Exhibit 33.</p> <p>24 (Halpin Deposition Exhibit No. 33 was</p> <p>25 marked for identification.)</p>	<p style="text-align: right;">Page 119</p> <p>1 "b) their combined performance during</p> <p>2 the transition period align with combined WHX trust</p> <p>3 performance, and.</p> <p>4 "c) both WHX and SWI committees agree</p> <p>5 with tentative solution."</p> <p>6 A. I was just trying to take the information</p> <p>7 that I had at the time as examples and say, you</p> <p>8 know, maybe this could be a solution so long as it</p> <p>9 didn't -- you know, so long as it conformed to the</p> <p>10 guidelines that were in there and WHX would agree.</p> <p>11 It was a fairly simplistic one, based specifically</p> <p>12 on accounts he said could have been used.</p> <p>13 Q. I got you. So then was there any follow-up</p> <p>14 from this from Mr. DiClemente?</p> <p>15 A. I don't know if there was any follow-up. I</p> <p>16 think it was an example that if Ron says I couldn't,</p> <p>17 I'm like, no, you could have. Based on what you've</p> <p>18 told us, here is an example. It really wasn't</p> <p>19 saying that this was, you know, a strategy. It was</p> <p>20 to exemplify a possible strategy.</p> <p>21 Q. Were you -- trying to think, were you poking</p> <p>22 holes in what Mr. LaBow was saying, or were you</p> <p>23 proposing a possible solution to the situation? I'm</p> <p>24 trying to understand here.</p> <p>25 A. I was trying to at least come up with an</p>
<p style="text-align: right;">Page 118</p> <p>1 (Witness reviews document.)</p> <p>2 Q. For the record, this is an e-mail and it's</p> <p>3 from you, dated February 5th, to Michael DiClemente,</p> <p>4 and it looks as if you're talking about some of</p> <p>5 the -- some of the funds. Take a look at that and</p> <p>6 let me know when you're done. Two pages.</p> <p>7 (Witness reviews document.)</p> <p>8 A. Okay.</p> <p>9 Q. So what was the purpose of this e-mail?</p> <p>10 A. I'm trying to put it in date reference to the</p> <p>11 other items. I think it was trying to provide an</p> <p>12 example of how we could've better diversified the</p> <p>13 original allocation. And I think that Mason and</p> <p>14 Capital were, at some point in time, some of the</p> <p>15 larger funds that Ron had admitted could have been</p> <p>16 used for the allocation. So this was just a</p> <p>17 simplistic example of how it could have been better</p> <p>18 than it was.</p> <p>19 Q. Okay. Just looking at the -- the bullet</p> <p>20 points, for lack of a better word, there. Sorry. I</p> <p>21 got you here. So that the introduction is, "can we</p> <p>22 satisfactorily 'reset' utilizing just these three</p> <p>23 'funds'...so long as Mason and Capital:</p> <p>24 "a) investment strategies and risk</p> <p>25 profile align with combined WHX trust, and.</p>	<p style="text-align: right;">Page 120</p> <p>1 example solution that maybe could work, maybe.</p> <p>2 Again, I wouldn't say poking holes in what he said.</p> <p>3 I was trying to validate that what he said wasn't</p> <p>4 the only alternative, as he was suggesting. I had</p> <p>5 no other choice.</p> <p>6 Q. That makes more sense. Let me show you</p> <p>7 Exhibit 34. It's a one-page document e-mail from</p> <p>8 Mr. Riposo to Ron LaBow. And it's with reference to</p> <p>9 a phone call between Mr. Riposo, you and</p> <p>10 Mr. DiClemente. So take a look at that.</p> <p>11 A. Okay.</p> <p>12 (Halpin Deposition Exhibit No. 34 was</p> <p>13 marked for identification.)</p> <p>14 (Witness reviews document.)</p> <p>15 A. Okay.</p> <p>16 Q. First question, the signature line down there</p> <p>17 for -- not signature line, but the address line for</p> <p>18 Mr. Riposo, it says WHX/Handy & Harman. Do you know</p> <p>19 what that means?</p> <p>20 A. I believe Handy & Harman was a company</p> <p>21 that -- I think that's probably where they worked.</p> <p>22 Handy & Harman was a company that WHX had acquired.</p> <p>23 I think that was probably the only company. If it</p> <p>24 wasn't the only company, it was the largest element</p> <p>25 of WHX.</p>

Page 121

1 Q. Okay. All right. So going back to the body
2 of the e-mail. There's reference to a phone call
3 this afternoon -- I guess this is on February 6th --
4 that Mr. Riposo said he had with you and
5 Mr. DiClemente. Do you recall this conversation?
6 A. I'm going to say I don't recall it here at
7 this moment, but I would say that it was -- again,
8 we had many conversations with David, so I would say
9 that -- I would say it looks like legitimate notes
10 from a meeting or a phone call.
11 Q. Okay. And so Mr. Riposo is saying to
12 Mr. LaBow, reviewed your letter of February 4th,
13 2009. That, presumably, is the same as Exhibit 32.
14 MR. JOYCE: I'll just object generally
15 on speculation. I don't think Mr. Halpin is copied
16 on the e-mail or wrote it.
17 MR. STRAWN: Right, right.
18 A. Yeah, I mean, I don't know if it's a direct
19 link, but it's possible since the date matches up,
20 but whatever, that's a letter, so --
21 Q. Sure. It says in here, "they," being you and
22 Mr. DiClemente -- "frustration centered around two
23 main themes." First, that you, Mr. LaBow, verbally
24 indicated "that you would be able to retroactively
25 provide a more diversified allocation and the letter

Page 122

1 seems to be contrary" to that.
2 Let me ask you about that. Did you
3 ever express that to Mr. Riposo, that idea about
4 Mr. LaBow going backward on the ability to
5 retroactively provide a more diversified allocation?
6 A. Previous to this, I'm sorry, did I express
7 Dave Riposo previous to this that Ron couldn't do it
8 or -- I probably screwed that up.
9 Q. That you were frustrated that Mr. LaBow was
10 walking back from saying, yes, he could
11 retroactively provide a more diversified allocation?
12 A. I think the frustration was that he was never
13 saying that he couldn't, that he was always saying
14 that I -- that I can't fully reset, and here's some
15 examples why. But he never came out and said, I
16 won't -- that I remember, certainly not in this time
17 frame -- or that I couldn't. He's just saying I
18 can't fully do it.
19 That was, I think, our frustration,
20 that he never really said that I won't or I can't.
21 I can't do it perfectly. Here's reasons. So I
22 think our frustration was the fact that we just
23 wanted to get to a closure on it to find out exactly
24 what it was so that we could move forward.
25 Q. And the second point Mr. Riposo says in this

Page 123

1 e-mail to Mr. LaBow was that they were very
2 concerned -- being you and Mr. DiClemente -- "that
3 accepting such a concentrated portfolio of energy
4 related assets exposes them should participants
5 allege some sort of breach of fiduciary
6 responsibility."
7 Did you ever indicate that to
8 Mr. Riposo?
9 A. I don't remember saying that. The only thing
10 I always remember personally myself saying is that
11 he violated the investment guideline, which was a
12 diversified portfolio.
13 Q. Right.
14 A. And that's -- that's David's words. I
15 don't -- I can't say I remember saying that.
16 Q. Sure. Okay. Next exhibit, 35, two pages.
17 (Halpin Deposition Exhibit No. 35 was
18 marked for identification.)
19 (Witness reviews document.)
20 A. Okay.
21 Q. Okay. So the document says, "Minutes of
22 Conference Call, Severstal Wheeling, Inc. Retirement
23 Committee," February 6th, 2009. It's got the time
24 for the call, 2:45 p.m. to 3:30. And I'll just say
25 that that corresponds with Mr. Riposo's e-mail of

Page 124

1 February 6th at -- looks like 4:45 to Mr. LaBow.
2 A. Yeah.
3 Q. But anyway, again, you weren't copied on
4 Exhibit 34. So Exhibit 35, have you seen this
5 before?
6 A. I have.
7 Q. And did you participate in drafting it or
8 putting input in it?
9 A. I would say I probably had some involvement
10 in drafting all of them, so I would say that's
11 reasonable.
12 Q. Got you. Okay. So it says conference
13 call -- sorry -- teleconference with Dave Riposo
14 with you and Mr. DiClemente, and the focus of the
15 meeting was to confirm that Mr. Riposo received a
16 copy of Mr. LaBow's letter and inquire as to his
17 opinion of the letter and inquire about the status
18 of the Cohn audit.
19 I know you said earlier that you
20 thought the Cohn audit was going to be more than
21 just coming up with the -- the value each of the
22 trusts were entitled to and would go more into what
23 was an equitable allocation of it?
24 A. Yes. Again, I'm using -- I think the word,
25 when I see "audit" takes a different connotation

<p style="text-align: right;">Page 125</p> <p>1 than a compilation or a review.</p> <p>2 Q. Okay. So do you recall this conversation</p> <p>3 with Mr. Riposo?</p> <p>4 A. I sound like a parrot here, but I would say I</p> <p>5 don't recall it today, but I do remember we had a</p> <p>6 number of them, so I would say this seems to be a</p> <p>7 conversation we did have.</p> <p>8 Q. Okay. I guess the last paragraph on the</p> <p>9 first page there it says, "Michael reminded Dave of</p> <p>10 their previous discussions (from the very start -</p> <p>11 which began on December 31, 2008 - and on multiple</p> <p>12 occasions since then), whereby WHX would have to be</p> <p>13 a part of the resolution of the misallocation of</p> <p>14 assets, since the assets would have to be</p> <p>15 retroactively reallocated in order to ensure that</p> <p>16 the assets were equitably allocated."</p> <p>17 Do you remember discussing that with</p> <p>18 Mr. Riposo?</p> <p>19 A. I think by definition by us saying there has</p> <p>20 to be a reallocation or a reset, by definition they</p> <p>21 would have to be part of that reset.</p> <p>22 Q. Right.</p> <p>23 A. I mean, that's just repeating something</p> <p>24 that's been said to him multiple times in different</p> <p>25 words.</p>	<p style="text-align: right;">Page 127</p> <p>1 A. Yeah. When he says after realizing -- the</p> <p>2 notes say, "After realizing our position, he stated</p> <p>3 that we may want to have a near term discussion."</p> <p>4 In my mind, slightly different words, but there's</p> <p>5 nothing new in this document except for the fact</p> <p>6 about the Cohn report where he said he was surprised</p> <p>7 to see our need for urgent. Which again, I don't</p> <p>8 see anything here that should have surprised him.</p> <p>9 Q. The next document, 36. For the record, I</p> <p>10 would just say these are also Minutes of Conference</p> <p>11 Calls, Severstal Wheeling, Inc. Retirement</p> <p>12 Committee. It says February 10th, 2009. Take a</p> <p>13 look at that.</p> <p>14 (Halpin Deposition Exhibit No. 36 was</p> <p>15 marked for identification.)</p> <p>16 (Witness reviews document.)</p> <p>17 A. Okay.</p> <p>18 Q. Can you tell me, this is the first time I see</p> <p>19 Mr. McCabe in these conversations with you and</p> <p>20 Mr. DiClemente and Mr. Riposo. Do you know the</p> <p>21 purpose of Mr. McCabe being on this call? And first</p> <p>22 question, who is Mr. McCabe?</p> <p>23 A. He is a WHX retirement committee member.</p> <p>24 Q. Did he have a position with the corporation,</p> <p>25 too, WHX?</p>
<p style="text-align: right;">Page 126</p> <p>1 Q. Okay. And did Mr. Riposo's, I don't know,</p> <p>2 reaction to that change from any of the previous</p> <p>3 conversations you had with him?</p> <p>4 A. I mean, the notes suggest that he seemed to</p> <p>5 grasp it a little more fully. I don't know why</p> <p>6 there would be a change in his opinion. But again,</p> <p>7 if we were going to do a reset or reallocation of a</p> <p>8 single item by default, by binary default, there</p> <p>9 would also have to be an adjustment to theirs. So</p> <p>10 for him in a number of the previous meetings or</p> <p>11 documents we've seen where he concurred, where he</p> <p>12 concurred, where he concurred, I would say there's</p> <p>13 nothing new in here that should change his opinion.</p> <p>14 But I think there was something at the end where I</p> <p>15 think there was --</p> <p>16 (Witness reviews document.)</p> <p>17 A. I'm not sure if this was the one. I thought</p> <p>18 there was something in there like he had -- I think</p> <p>19 he felt that -- or we had suggested, somebody</p> <p>20 suggested we should have a broader conversation.</p> <p>21 Q. The only thing I was going to point out was</p> <p>22 on the second page there, there's some discussion</p> <p>23 about having the same parties, plus their ERISA</p> <p>24 counsel on a call. Is that what you're referring</p> <p>25 to?</p>	<p style="text-align: right;">Page 128</p> <p>1 A. I believe he did.</p> <p>2 Q. Going back to my previous question. Do you</p> <p>3 know what the purpose was of having Mr. McCabe on</p> <p>4 this phone call?</p> <p>5 A. I don't know. I think he was invited by Dave</p> <p>6 Riposo.</p> <p>7 Q. Sure.</p> <p>8 A. We didn't mention him, but I think that was a</p> <p>9 Dave Riposo invite.</p> <p>10 Q. Did Mr. McCabe bring up any issues that you</p> <p>11 hadn't already discussed with Mr. Riposo?</p> <p>12 A. The only issue -- again, as I'm reading</p> <p>13 this --</p> <p>14 Q. Right.</p> <p>15 A. -- that I would say the fact that he's</p> <p>16 suggesting that we had accepted this alternative.</p> <p>17 Q. Do you recall this conversation or a</p> <p>18 conversation with Mr. McCabe?</p> <p>19 A. I do recall a conference with Mr. McCabe.</p> <p>20 It's likely it's this February 10th one. There was</p> <p>21 a conversation we had, a phone call with McCabe.</p> <p>22 Q. Okay. Was the takeaway from this</p> <p>23 conversation that Mr. McCabe seemed to be less</p> <p>24 receptive than Mr. Riposo to a reallocation, or is</p> <p>25 that reading too much into it?</p>

<p style="text-align: right;">Page 129</p> <p>1 A. Yeah, I'd say he was there, and I think there 2 was, all right, we'll have another thing. I don't 3 really think he had a reaction either way. I'd say 4 that if he was confused that SWI had already 5 accepted an alternative, I don't know how he would 6 ever get that impression. It certainly can't come 7 from us, and I'm not sure why he would have that 8 impression. 9 If he was talking to Dave Riposo, 10 which I'm sure he was regularly, I don't know how he 11 could have that impression. Every time we talked to 12 Dave Riposo in all those other meetings, we clearly 13 said we are looking for a reallocation. I would 14 assume he was talking to Jim about it. 15 Q. Oh, okay. When I read the first line of the 16 third paragraph on the first page, "Jim seemed a bit 17 confused as he thought we at SWI had already 18 'accepted' this alternative," I thought that was 19 referring to accepting the initial Neuberger Berman 20 account on November 3rd? 21 A. Yeah, that's what I'm thinking. 22 Q. Oh, okay. 23 A. He thought we had accepted the November 3rd 24 transfer. Why would he think that? Who told him we 25 would have accepted it? Dave Riposo is sitting</p>	<p style="text-align: right;">Page 131</p> <p>1 (Halpin Deposition Exhibit No. 37 was 2 marked for identification.) 3 Q. Take a look at that. It's, for the record, 4 Minutes of Conference Call, Severstal Wheeling, Inc. 5 Retirement Committee, February 11th, 2009, the next 6 day. 7 (Witness reviews document.) 8 A. If I have to read that back, I'll see, but 9 okay. 10 Q. Okay. For the record here, Exhibit 37 is 11 February 11th, and it refers to Mr. DiClemente as a 12 consultant on this one. And the last exhibit, 36, 13 February 10th, 2009, it refers to Mr. DiClemente as 14 a member of the committee. Do you know when 15 Mr. DiClemente left Severstal? 16 A. I believe it was sometime in February. 17 February 11th sounded a little bit early. I believe 18 it was sometime in February 2009. 19 Q. Okay. The fact that you were calling him at 20 home, that doesn't mean that he was no longer 21 working there at Severstal anymore, does it? 22 A. Did I call him at home? 23 Q. Yeah. The third bullet point there says, "He 24 said he had not reached Michael today so he was 25 informing me. I replied I had spoken to Mike today</p>
<p style="text-align: right;">Page 130</p> <p>1 there every day talking to him, and we told him 2 every time we didn't accept it. We're looking for a 3 reallocation. I'm not sure how there's a disconnect 4 there. 5 Q. Okay. Right. I was just thinking the letter 6 from Mr. DiClemente to Ms. Kronenberg that we saw 7 earlier saying we accept this, but I don't know that 8 that had Mr. McCabe CCed on it or anybody from WHX. 9 A. Again, I would say this: Even if it did, I 10 don't think we ever saw the contents. We never 11 talked about what it was going to be in there. We 12 never -- it didn't say here's the Neuberger account. 13 Here's the detail. This was never anything that was 14 delineated what was in there. I'm not sure what 15 alternative -- that we would have just accepted 16 this -- I mean, I don't understand how their 17 committee guy, would you have accepted this? So I 18 don't understand why you think we would have. 19 Q. Just for the record, that's Exhibit No. 7, 20 and the November 3rd letter from Mr. DiClemente to 21 Ms. Kronenberg, and the CCs are Mr. Assetta, 22 Mr. Bowness, Mr. Halpin, Mr. Rogers, Mr. Sullivan. 23 Those are all Severstal people. 24 A. Yeah, Severstal. 25 Q. Okay. Now, let me refer you to Exhibit 37.</p>	<p style="text-align: right;">Page 132</p> <p>1 and would be willing to conference him in (at home 2 on cell)." 3 A. Again, I'm only saying, because this is at 4 3 p.m., he could have already been on his way home. 5 I don't know. 6 Q. I got you. 7 A. But regardless, I mean, I think this is 8 indicative of Ron. When Ron wants something, he's 9 going to call you, me, everybody, right how, I'm not 10 waiting. I just need to get somebody to do what I 11 want to do. So he was shotgunning all his calls out 12 because he obviously wanted something. 13 Q. Do you remember this call? 14 A. I would say, again, I don't remember it as I 15 speak, but I believe the notes indicate that there 16 was a call with him. So I would say this -- the 17 call happened, and these notes are probably 18 indicative of the call itself. 19 Q. Again, most of the -- I know we mentioned 20 this earlier. Most of the calls were at your 21 initiation, the committee calling Mr. LaBow, but 22 this is one of the few where he called you. And 23 what was the upshot? What did he want? 24 A. I don't know if he was intending to once 25 again plead his case that he didn't know what more</p>

Page 133

1 he could do. But by his own admission, when he goes
2 through that paragraph, it's very clear what more he
3 could have done. I mean, he's so conflicting within
4 his own paragraphs. I don't know what else I could
5 have done. Oh, by the way, Mason and Capital
6 Defense, yeah, they could have done something.
7 Well, that's more diversified. So I mean, he's his
8 own worst enemy.
9 And now we're talking February 11th.
10 I don't know what the date was with that other
11 thing. But when was the date when we said give us
12 in writing a formal document. So here we are again,
13 he continues to want to talk to us about it, but he
14 doesn't want to write it down. How long could that
15 take?
16 **Q. While we're on the subject, so February of**
17 **2009, Mr. DiClemente left Severstal, left the**
18 **committee but was retained as a consultant?**
19 A. Yeah, I would say my proficiency was not in
20 committee administration, if you will, not in,
21 necessarily, some of the details where Michael is
22 very proficient. So, you know, if I was sitting
23 there without a Sally King and a Mike DiClemente as
24 strong guidance, I probably would have said I don't
25 think this is something that I have proficiency to

Page 134

1 do. He stayed on because he had that background,
2 and he had been there for quite some time. So not
3 only does he know that background, if you know, he
4 also knows those people. And so he stayed on as a
5 consultant, as well as Sally was on there -- I can't
6 remember when Sally may have kind of moved off and
7 Steve Kittrell came in -- but with those two people
8 providing me regular guidance -- again, I know I'll
9 throw in the Crosby and Malkin -- I don't know -- I
10 could have had more people, but I don't know if I
11 could have had better people.
12 **Q. Let me -- let me ask you that. So at some**
13 **point Sally King, you didn't continue to retain her**
14 **as your attorney for ERISA?**
15 A. I don't know that she fell off. I think that
16 maybe she got involved in other items, and Steve
17 Kittrell would appear occasionally. So in her
18 absence, another individual from McGuireWoods would
19 be part of it.
20 **Q. I got you.**
21 A. I don't know if she ever really, you know,
22 left the building, so to speak, in terms of our
23 counsel.
24 **Q. I got you. So after Mr. DiClemente left, I**
25 **take it then you were the last committee member**

Page 135

1 **standing on the Severstal retirement committee?**
2 A. I was -- yeah, the last official formal
3 committee member, yes.
4 **Q. How did your duties change, you know, as part**
5 **with Mr. DiClemente not being an official committee**
6 **member?**
7 A. I would say I may have signed one or two
8 items before that Mike would have typically signed
9 in his capacity, so I may have become more of a
10 mechanical instrument for certain things to get
11 done, whereas Mike would have probably known it
12 better. I signed it, but certainly I'm getting
13 guidance from him and Sally, even though I may be
14 the signator.
15 **Q. I got you. The last paragraph on the first**
16 **page, seems to be a new element in the notes of**
17 **these conversations where the middle there says,**
18 **"Ron stated that, while he may not have directly**
19 **told Michael, Michael should have known much earlier**
20 **through correspondence from Neuberger and Berman in**
21 **early November" and -- and then it goes on, "Mike**
22 **replied that, while he did receive information from**
23 **Neuberger and Berman (sic) at that time, it never**
24 **indicated that the entire fund was ours or that this**
25 **fund was our settlement. Ron then stated, 'Maybe I**

Page 136

1 **did something wrong. I don't think so, but maybe I**
2 **did something wrong."'**
3 So I've got two questions from that.
4 The first is, it seems to be the first indication
5 that Mr. LaBow was saying, well, you should have
6 known that you just got the Neuberger Berman
7 account. Do you recall him saying anything like
8 that?
9 A. I would say today I don't recall him saying
10 that. Reading this as part of the notes, I would
11 say that probably was something that was said on
12 this phone call.
13 **Q. Was there -- do you recall any upshot from**
14 **that? I guess it just goes on to say that, you**
15 **know, what Mr. DiClemente said about not knowing**
16 **that the entire fund was Severstal's. Do you recall**
17 **that statement?**
18 A. I honestly don't like recall it. Again, if
19 it's in the documents here, there are notes, so I
20 would say that anything in these documents was
21 probably said.
22 **Q. And the last part there, the quote from**
23 **Mr. LaBow, "Maybe I did something wrong. I don't**
24 **think so, but maybe I did something wrong"; do you**
25 **remember him saying that?**

Page 137

1 A. I can't recall that he said that, other than
2 the fact that it's in quotes. So if it was in
3 quotes, it's probably verbatim to what he said. It
4 wouldn't surprise me, as you know, in your documents
5 if we get to it, there's a transcript -- voice mail
6 transcript.
7 **Q. Right.**
8 A. That, once again, like Colonel Jessup, he got
9 the thing back to performance, I will now confess, I
10 should have done something, guess what, we're back
11 to even, so let's move forward. I should have done
12 this and I should have done that. So I believe he
13 said it, since it's in quotes, I believe that's
14 exactly what he said, but I can't say that I recall
15 that he said that. I can't say that today.
16 **Q. The last paragraph on the second page there**
17 **midway down, "Ron then said he was going to**
18 **liquidate some of the Neuberger Berman account into**
19 **Capital and Mason some time ago (November) but we**
20 **never gave him the OK. Mike quickly replied,**
21 **"That's the first I'm hearing you say that Ron," to**
22 **which Ron read from his letter from a week ago dated**
23 **February 4th."**
24 **Do you recall that part of the**
25 **conversation?**

Page 138

1 A. I can't say I do, but I find it to be another
2 typical totally conflicting comment. I told you
3 some time ago, and then I tell you about a letter on
4 February 4th, which was what, a week ago? So some
5 time ago and now he's referencing a letter that was
6 a week ago.
7 **Q. I gather, again, what your testimony was**
8 **earlier, that you weren't involved in the ins and**
9 **outs of the Neuberger Berman account before December**
10 **30th. So you're not aware of any -- before December**
11 **30th -- discussions with Mr. LaBow where he was**
12 **saying sell the Neuberger Berman account, liquidate**
13 **it?**
14 A. Prior to December 30th?
15 **Q. Right.**
16 A. I had no conversations with Ron about selling
17 or not selling.
18 **Q. Right, but are you aware of any, or did**
19 **Mr. DiClemente say, boy, Ron called today and said**
20 **sell Neuberger?**
21 A. No, he did not.
22 **Q. Okay. All right. Let me show you**
23 **Exhibit 38.**
24 **(Halpin Deposition Exhibit No. 38 was**
25 **marked for identification.)**

Page 139

1 A. Can I just add something?
2 **Q. Yeah, sure.**
3 A. If he did say it, I would believe Mike would
4 have said something to me. That's my opinion. I
5 don't think Mike would say, yeah, we're not keeping
6 you in the loop on that type of stuff. If he made a
7 comment that said we should sell, I think he would
8 have called me and said, Dennis, do you know what
9 Ron said today? Mike did not tell me, nor did Ron
10 say, that he had intentions prior to December 30th.
11 **Q. That selling the Neuberger Berman account**
12 **before the 30th would have been something that you**
13 **think Mr. DiClemente would have elevated to your**
14 **attention?**
15 A. Yes.
16 (Discussion held off the record.)
17 **Q. Mr. Halpin, I'm showing to you what's marked**
18 **as Halpin Exhibit 38, and it's an -- looks like an**
19 **e-mail from Ron LaBow. It doesn't actually show who**
20 **it's to. It's dated February 11th, which is, I**
21 **guess, the same date as the last notes of a**
22 **conference call, Exhibit 37. The subject line is,**
23 **"Re: Mike - I assume you are waiting to hear back**
24 **from."**
25 **So anyway, taking all that into**

Page 140

1 **account, the body there reads, "I am not sure what**
2 **you want me to do about Mason and Capital Defense**
3 **after our conversation this afternoon. I again urge**
4 **you to turn the whole thing into cash since this**
5 **process seems to take forever."**
6 **Have you ever seen this or anything**
7 **like this from Mr. LaBow?**
8 A. I can't say I remember seeing this one.
9 **Q. Do you recall any discussions with Mr. LaBow**
10 **or e-mails where he said you're taking too long --**
11 **you being the retirement committee?**
12 A. I can't remember. Specifically, I can't
13 remember this one, like seeing this one before this,
14 and I can't say that I can recall him ever saying
15 that we're taking too long.
16 **Q. When it says there -- and again, putting all**
17 **the caveats that you just testified to -- "I am not**
18 **sure what you want me to do about Mason and Capital**
19 **Defense after our conversation this afternoon," did**
20 **you have any discussions with Mr. LaBow that would**
21 **shed any light on that? Was he saying that you**
22 **could get into them or that you --**
23 A. I think he's going right back off what I said
24 here. You have -- he told us we could have got into
25 them. I think I proposed something in the back,

Page 141

1 right, where I said, hey, Ron, here's an example;
2 you told us Capital Defense, 22 million, Mason
3 Capital, 91 million, that's a significant amount of
4 the fund. Throw that in with N&B, as an example,
5 and I think you showed me something a couple times
6 ago where I took those three as examples, and just
7 examples, and I say there hypothetical, you could
8 have done more. You had three funds to take from,
9 of which one of them was a fairly significant fund.
10 So how do you say you couldn't have done anything
11 more?
12 So I'm assuming he's referencing Mason
13 and Capital because I specifically brought them up
14 in this conversation. He's writing to it Mike. He
15 doesn't write to it me. He's trying to suggest,
16 what more do you want me to do? What we're
17 suggesting is, if we could have participated on
18 November 3rd, then we should have participated with
19 them. Go back, make some sort of a model that would
20 say if we had gotten that cut to some proportion,
21 here's where you guys should be.
22 Again, it's not rocket science. I
23 mean, these are very complicated algorithms to
24 figure out what did you mean by that. You don't
25 need a Cray computer to figure out what that meant.

Page 142

1 How many -- four hours later, what do you want me to
2 do? I don't know.
3 **Q. I guess that's shed enough light on that.**
4 A. I mean, I mean -- you don't need -- the thing
5 is just frustrating because, what do you want me to
6 do? Sorry. Frustrating.
7 **Q. No, no. We're here to get your opinion on**
8 **everything and try to understand everything.**
9 **All right. Let me show you what we**
10 **can mark as Exhibit 39.**
11 **(Halpin Deposition Exhibit No. 39 was**
12 **marked for identification.)**
13 **Q. For the record, this looks like an e-mail**
14 **from Mr. DiClemente, February 13th, to Ron, and it**
15 **looks like it's responding to an e-mail further down**
16 **the page, February 13th. Seems to be a similar but**
17 **not identical message from Mr. LaBow at the bottom.**
18 **"I would like to know what you want me to do with**
19 **Mason and Capital Defense given our last**
20 **conversation? Please let me know."**
21 **(Witness reviews document.)**
22 A. Yeah, here he says, I don't know what you
23 want me to do; here he's saying let me know what you
24 want me to do.
25 **Q. It looks like Mr. DiClemente in his response**

Page 143

1 says, "We are evaluating what we want to do," we
2 spoke to WHX, we asked you for investment materials,
3 and references Mason and Capital. Are they
4 forthcoming? And then the last paragraph, "Also,
5 you forwarded e-mails earlier this week that you
6 received from certain managers describing why you
7 could not allocate SWI assets to," and then it
8 rattles off a number of these funds.
9 **At this point, February 13th, had your**
10 **attitude toward Mr. LaBow changed in terms of**
11 **retaining him as your investment manager?**
12 A. It had not.
13 **Q. And the second paragraph there about wanting**
14 **to look at investment materials for Mason and**
15 **Capital, that sure sounds like Mr. DiClemente, and I**
16 **don't know if you too, the committee wanted to see**
17 **information about the investments before giving any**
18 **opinion to Mr. LaBow, the investment manager, about**
19 **investing in them. What was your understanding of**
20 **what the committee wanted at that time?**
21 A. We were trying to assess that if they were
22 part of a reallocation effort, that they would
23 conform to the guidelines. So we were just trying
24 to see what was Mason and Capital in terms of their
25 portfolio so that we could at least say that will

Page 144

1 fit the guideline.
2 **Q. But weren't these two funds being discussed**
3 **because they were in the original WHX mix?**
4 A. They were in a larger mix.
5 **Q. Right.**
6 A. If I now single the two of them out and
7 say -- they could have both been in some sort of
8 arbitrage; right? But in the total package, they
9 would fit the guideline. But if you're going to
10 single the two of them out, now we have to say if
11 that's the ones we can participate in, would they
12 actually still conform to a guideline. Now we're
13 really slicing a narrow piece out and just wanted to
14 make sure, if we could see their profiles, that they
15 were still generally in conformance with the
16 guidelines.
17 **Q. Right, going forward how they would fit the**
18 **Severstal's investment.**
19 A. Let's just say they were both energy stocks;
20 right? If I'm taking out the two Neuberger ones and
21 these two happen to be in energy stocks and I flip
22 them, what's the difference?
23 **Q. Okay. Let me show you Exhibit 40.**
24 **(Halpin Deposition Exhibit No. 40 was**
25 **marked for identification.)**

<p style="text-align: right;">Page 145</p> <p>1 Q. Take a look at that. For the record, this is 2 from Glen@steelpartners, and the name at the bottom 3 here is Glen Kassan, WHX Corporation, CEO, and it's 4 to Mr. DiClemente and CC's Ms. King, Mr. Merrit, 5 you, Dave Riposo, Jim McCabe, Peter Gelfman at 6 WHXcorp.com and Mr. LaBow. This looks like this is 7 a three-page document, an e-mail chain. 8 A. Oh, wow, okay. 9 (Witness reviews document.) 10 Q. Okay. So going back to the bottom of the 11 second page is the first e-mail in the chain, and 12 it's from Mr. DiClemente to Mr. Kassan. It CCs 13 Ms. King and you. It says, Glen, Pursuant to our 14 conference call on February 13th -- so let me 15 interrupt it right there. Did you participate in a 16 conference call with Mr. Kassan February 13th? 17 A. I don't know if I participated in one on the 18 13th. I definitely participated in at least one 19 where he was involved. I don't think there were too 20 many with him being involved. I can't say it was 21 the 13th, but I know I did participate in one with 22 him on it. 23 Q. Got you. Mr. DiClemente goes on in the 24 e-mail to say, the retirement committee accepts a 25 proposal made by Glen Kassan on behalf of WHX</p>	<p style="text-align: right;">Page 147</p> <p>1 about cash being like an alternative to getting a 2 proportional share. Were you a part of any 3 discussions about what to -- how to do this 4 retroactive reallocation? 5 A. I believe that there was a cash element 6 that's -- I'm not sure if it transferred at this 7 time, that there was a cash element that needed to 8 be held that needed to come to us. I don't know if 9 it's talking about that cash. 10 Q. Okay. 11 A. This is -- it will take me a half hour to go 12 through this and try to break it down exactly what 13 was being said by Michael in this item. I didn't 14 write it, so I'd have to really -- there's a lot in 15 there. 16 My takeaway from it is that Michael 17 was saying, you know, after our discussion -- and I 18 believe the discussion is when you had referenced 19 toxic -- when we were on the phone with him -- but 20 after that discussion, we believed that he was 21 agreeable to a reset. So we were just saying, hey, 22 we're making a formal acknowledgment that we both 23 now agree that a reallocation should happen. 24 How that's going to happen, the 25 components of that, it would take me a while to sit</p>
<p style="text-align: right;">Page 146</p> <p>1 pension committee "to accept a proportional share of 2 the assets held as of this date in the Neuberger 3 Berman account" -- and I take that to be WHX taking 4 back 90 percent or whatever their share would be of 5 the Neuberger Berman account -- "and further agrees 6 to liquidation of those assets, with the concurrence 7 of WPN Corp., and receipt of the proportional share 8 of proceeds as partial settlement of the transfer of 9 SWI pension assets." 10 So that's not referring to the final 11 trueing up payments, the final separation of the two 12 trusts. That was still in the offing; right? This 13 is talking it about the retroactive reallocation. 14 A. Yes, this is talking about the retroactive 15 reallocation. 16 Q. "The SWI Retirement Committee further agrees 17 that the balance after assets attributable to SWI 18 pension plans (based on the October 31th, 2008 19 valuation, as adjusted for gains or losses) will be 20 transferred to National City Bank, as Trustee, as 21 soon as practicable. This transfer will be made 22 in-kind from existing transferrable assets and cash; 23 in the alternative, the transfer will be made 24 entirely in cash." 25 This is the first time I'm hearing</p>	<p style="text-align: right;">Page 148</p> <p>1 here and try to tell you what -- I can do it if you 2 want me to -- it's going to take me a while to 3 figure out exactly what Michael was saying on each 4 piece. My overview is that we were saying, Glen, it 5 seems like you're in agreement with what we say. 6 Let's get the reset down as quickly as possible. 7 Q. I understand. The next e-mail further up the 8 chain there is from Mr. Kassan, and it's not clear 9 who that's to. But it's from Mr. Kassan, and it 10 says, "I am in receipt of your e-mail as provided 11 below and will review your comments with my group 12 and get back to you as quickly as possible. Please 13 note that I did not make the proposal cited in the 14 first paragraph in your e-mail. However, we are 15 willing to work with your group to try to assist in 16 resolving your problem." 17 Do you recall that Mr. Kassan like -- 18 responded that quickly saying, no, I didn't mean to 19 make any proposal to -- 20 A. I don't remember how quick he replied. I can 21 say that I do remember him saying that he didn't 22 make that. But again, as I read this here and it 23 says we're willing to work with you, that doesn't 24 mean that he won't do it, it's just meaning that he 25 didn't agree to that in the prior conversation.</p>

<p style="text-align: right;">Page 149</p> <p>1 We're willing to work with you and meet sounds like</p> <p>2 he's still willing to do some type of an allocation.</p> <p>3 Q. The last few words there, "resolving your</p> <p>4 problem."</p> <p>5 A. I got to tell you, Glen, he's a character. I</p> <p>6 mean, he's very, very -- I think he's seeing three</p> <p>7 chess moves ahead. That's why I say I think there</p> <p>8 was something going on between him and Ron that they</p> <p>9 sat there, we get the bad deal, and they're talking</p> <p>10 about it. There's so much inequity about what was</p> <p>11 going on, in my mind, personally, behind the scenes,</p> <p>12 that he's starting to realize where this is going</p> <p>13 and he's -- he's queuing it up.</p> <p>14 Q. With regard to Mr. Kassan referring to the</p> <p>15 Neuberger Berman account as toxic, can you give me</p> <p>16 any more context about that, how he said it?</p> <p>17 A. I just remember the word "toxic." I'm not</p> <p>18 going to get it exactly right. He recognized that</p> <p>19 the transfer was a toxic portfolio to some degree,</p> <p>20 which always, now in hindsight when he sits there</p> <p>21 saying we had no involvement in the determination,</p> <p>22 well, you clearly were the one that took the</p> <p>23 instruction from Ron to give the instruction for the</p> <p>24 rest of them. Recognizing it's a toxic asset, you</p> <p>25 can't jettison this toxic piece to your co-owner</p>	<p style="text-align: right;">Page 151</p> <p>1 says, unless it's in violation of ERISA.</p> <p>2 Q. Right.</p> <p>3 A. It's in violation of our guidelines.</p> <p>4 Q. There was some reference to something like</p> <p>5 the world is very difficult right now. Can we just</p> <p>6 leave this alone? And what Mr. LaBow told me last</p> <p>7 week was what he meant by that was that the market</p> <p>8 valuations are fluctuating too much, can we put off</p> <p>9 the separation of the two trusts because it's very</p> <p>10 hard to value what these assets are worth since</p> <p>11 there's so much fluctuation. Did you ever get that</p> <p>12 from Mr. LaBow or anybody else?</p> <p>13 A. That it was a turbulent world?</p> <p>14 Q. That he didn't want to do the transfer on</p> <p>15 November 3rd because of the market conditions?</p> <p>16 A. You mean September 30th. He did the transfer</p> <p>17 on November 3rd.</p> <p>18 Q. On November 3rd. Did you ever get any</p> <p>19 indication from Mr. LaBow that he did not want to do</p> <p>20 it on the 3rd?</p> <p>21 A. I never heard that. I've never heard that.</p> <p>22 Q. In the letter --</p> <p>23 A. And I don't believe that they had to do it;</p> <p>24 right? I mean, Citibank said we want to be out by</p> <p>25 December 31st. I don't know why that was such a</p>
<p style="text-align: right;">Page 150</p> <p>1 without at least -- I mean, to sit there and say,</p> <p>2 Ron told us, Ron told us.</p> <p>3 You mean you didn't have the courtesy</p> <p>4 when you know that you were going against our</p> <p>5 instruction, you didn't have the obligation or the</p> <p>6 courtesy to say I should call these guys and just</p> <p>7 confirm that they're okay with this, especially</p> <p>8 since I recognize it's a toxic asset. How</p> <p>9 convenient for him to say, well, Ron told us that.</p> <p>10 Really? You didn't place a call? That instruction</p> <p>11 came on a Friday, October 31st. That transfer</p> <p>12 didn't happen until the 3rd. You had all weekend to</p> <p>13 call us.</p> <p>14 Q. When you say --</p> <p>15 A. Sorry I'm getting a little loud.</p> <p>16 Q. That's okay.</p> <p>17 A. It's so frustrating.</p> <p>18 Q. Yeah, I'm sure it is. But the point I was</p> <p>19 trying to make was about him saying, Ron told us.</p> <p>20 You mean Mr. Kassan said Ron told us to transfer</p> <p>21 these assets to you?</p> <p>22 A. Ron told him to transfer the Neuberger</p> <p>23 account on October 31 in the afternoon, transfer the</p> <p>24 Neuberger account to SWI trust. There's an e-mail</p> <p>25 or a text that specifically he says that, and he</p>	<p style="text-align: right;">Page 152</p> <p>1 critical date to do it on. We had missed the 30th</p> <p>2 of September. What is the magic of November 3rd?</p> <p>3 You still had some time to do something.</p> <p>4 Q. And the letter that he, Mr. LaBow, sent on --</p> <p>5 I think it was October 22nd, and that's Exhibit --</p> <p>6 Exhibit 6. No, it's not 6.</p> <p>7 A. I don't know if this will help. Will it help</p> <p>8 you because it's only single pieces here?</p> <p>9 Q. No, I'll find it. Thanks, though. Here we</p> <p>10 go, 5. And on the second page of 5, it's an October</p> <p>11 22nd, 2008, letter from Mr. LaBow to Mr. DiClemente.</p> <p>12 It says, basically, that they missed the earlier</p> <p>13 transfer.</p> <p>14 A. Oh, okay.</p> <p>15 Q. "Please be advised that as a result of the</p> <p>16 market volatility that has continued for the past</p> <p>17 several months, such transfer of assets of the Plans</p> <p>18 did not occur. On November 3rd, 2008, I intend to</p> <p>19 direct the transfer of most of the assets of the</p> <p>20 plans to the WPSC Trust."</p> <p>21 Anyway, so aside from that letter, you</p> <p>22 never heard that Mr. LaBow did not want to go</p> <p>23 through with the transfer on November 3rd, then</p> <p>24 subsequently, because of market conditions?</p> <p>25 A. No.</p>

Page 153

1 (Discussion held off the record.)
2 **Q. So going back to where we left off on**
3 **Exhibit 40. On the second page, Mr. Kassan had**
4 **replied that he did not make that proposal in**
5 **Mr. DiClemente's previous.**
6 **Okay. Going to the first page of the**
7 **exhibit, which is the February 17th, 2009, e-mail to**
8 **Mr. DiClemente and CCing you and --**
9 A. Host of others.
10 **Q. -- host of others. So have you had a chance**
11 **to look at that first page?**
12 A. I did. I have.
13 **Q. And what -- what was the import of what**
14 **Mr. Kassan was saying?**
15 **MR. JOYCE:** Just object to the extent
16 the witness didn't write the document.
17 (Witness reviews document.)
18 A. I'm going to say it sounds like he's very
19 evasive. He's trying to distance himself from the
20 actual transaction. But, again, not that that's the
21 particular question. It's frustrating because he
22 knew exactly what we asked for. So I don't know --
23 I don't understand how -- I just don't understand
24 how we asking for something and somebody tells you
25 something different, you don't call us. It's not

Page 154

1 like you had to do it in ten minutes. You had a
2 whole weekend to make a phone call.
3 There was clearly back and forth, all
4 kinds of good stuff going on with those groups. But
5 nobody -- nobody thought about making a phone call.
6 Especially when he calls it toxic, he doesn't think
7 he's got an obligation to call us to confirm, are
8 you guys okay with this? We just want to make sure.
9 I don't know anybody that wouldn't do that as a
10 fiduciary.
11 **Q. Was Mr. Kassan referring to these Neuberger**
12 **Berman accounts as toxic assets as of November 3rd**
13 **or February 17th?**
14 A. I think he was talking about them in general.
15 They're concentrated energy stocks. By definition,
16 that would have been -- not only is it a violation
17 of the guidelines, he recognized the fact that
18 probably having a concentration in anything at that
19 time, especially energy stocks, is probably toxic.
20 Whatever his definition is, he
21 realizes how bad the portfolio in his mind is, yet
22 he opts not to call us. He takes it for granted
23 that Ron told him, so he's okay with that.
24 **Q. So were there any more attempts to get WHX to**
25 **participate, after this e-mail, February 17th, 2009,**

Page 155

1 **in a retroactive reallocation where they would have**
2 **to take some assets back or make some sort of**
3 **exchange with Severstal?**
4 A. I believe this e-mail changes probably the --
5 our opinion as to their alignment. But again, I
6 think when you take a look at this in context,
7 everything we're doing here is not just Mike with
8 the mechanics but also with ERISA counsel. There's
9 no doubt in my mind as these things are going on,
10 we're turning to ERISA counsel saying, what's your
11 takeaway on this, all those kinds of steps.
12 It's not like me and Mike are doing
13 and copying Sally. There's definitely, throughout
14 those two months, I would say regular interaction
15 with counsel, and as actions were happening,
16 discussions with those actions and next steps. I
17 can't remember specifically, yeah, we did this when
18 we called Sally, here's what she said.
19 **Q. I don't recall seeing any documents after**
20 **this February 17th e-mail where there were**
21 **conversations with WHX to take back any of the**
22 **assets to participate in a retroactive reallocation**
23 **of the assets of the commingled trust. But there**
24 **may have been, from what you're saying?**
25 A. Like you mean like documents for

Page 156

1 conversations that happened with them?
2 **Q. Right. Because I was taking it that this**
3 **e-mail ended the discussion. The CEO said, no,**
4 **we're not taking any assets back, but that doesn't**
5 **seem to be what you're saying?**
6 A. No, no, I don't know. I don't know if there
7 was -- I mean, there's no documents. I don't know
8 if there's any other documents that have notes from
9 meetings we had with them. But I would say this
10 document from Glen, clearly from my perspective as a
11 retirement committee chair, changed the -- changed
12 their -- our perceived alignment.
13 **Q. When you say "alignment," what do you mean by**
14 **that?**
15 A. Well, they -- McCabe didn't say anything like
16 this when he was retirement -- Riposo, he concurred
17 that that needs to be done. We're in full agreement
18 with you guys. We agree with the reset. There was
19 never a time where this kind of opinion says, you're
20 on your own or something that says, hey, guys, we'll
21 help you going forward, but we're not willing to
22 necessarily do something going back.
23 I think this document sort of shifts
24 that direction now to say, okay, we're not perfectly
25 aligned with WHX anymore. What's the strategy from

Page 157

1 there. That's my opinion. That kind of a shift
2 would clearly say, call Sally. Let's see her
3 opinion on this. Let's get her guidance on this.
4 **Q. So as a result of this interaction with**
5 **Mr. Kassan, did the committee take a different tact**
6 **in terms of resolving the problems with the**
7 **Neuberger Berman account?**
8 A. I'm sure we went back and spoke with Sally
9 about what the next steps are, and I'm sure some of
10 your documents may, going forward, some of the dates
11 demonstrate what those next steps are. Looking at
12 this document, the only thing I can take away from
13 this is it's a change in WHX's alignment with us.
14 **Q. Got you. Let me show you what is Exhibit 41.**
15 **(Halpin Deposition Exhibit No. 41 was**
16 **marked for identification.)**
17 **(Witness reviews document.)**
18 A. Okay.
19 **Q. So I'm looking at this, and it says it was**
20 **sent by e-mail. It's from you to Mr. Riposo. I**
21 **don't see the date on it. The dates in the body of**
22 **the letter itself, the second paragraph refers to a**
23 **proposal reiterated by Glen Kassan's February 17,**
24 **2009, e-mail correspondence. And then at the bottom**
25 **of the last paragraph it says, "Please make the**

Page 158

1 **transfer on Monday, February 23rd, 2009." I would**
2 **assume at some point in the week in between there.**
3 **Do you recall this letter?**
4 A. I can't say I recall at this time, but that's
5 my signature, so I'd say I signed it.
6 **Q. This is just about the final cash payment --**
7 **or I shouldn't say the final -- but a cash payment**
8 **from the commingled trust to further finish the**
9 **separation of the two trusts, cash that the**
10 **Severstal trust was owed?**
11 A. I would say, again, when I see -- I thought
12 it said partial or part. It agrees to a partial
13 settlement. I think there was an amount that was
14 owed us based on this Cohn report that was going to
15 say how much was still, in their mind, left to
16 settle.
17 **Q. Right.**
18 A. And so when we accepted 6 million, I think it
19 was a rounded number, but I think it was not a
20 complete settlement. It wasn't a settlement. It
21 was to sort of more completely settle the transfer.
22 **Q. Right. It's not settling the dispute. It's**
23 **settling the --**
24 A. I don't even know it's settling -- it's
25 partially settling what's owed us. We'll take this

Page 159

1 as a partial settlement.
2 **Q. In the separation of the two trusts?**
3 A. In what is -- yeah, in still what is
4 outstanding to us. We're still not saying we know
5 what this number is. We're still going back to the
6 reset. We will take this amount because we know
7 we're owed at least this much.
8 **Q. You're still tying what you're owed to**
9 **wanting to have --**
10 A. A reallocation.
11 **Q. -- a retroactive reallocation, not just**
12 **taking this as -- that the trueing up of the final**
13 **amounts of cash?**
14 A. Yeah, yeah. In my mind, looking at this
15 date. I would say this is not us saying, okay, we
16 got what we're supposed to get, you owe us this
17 much, wait until -- no, that's not what this was.
18 This was, you know something, we should probably
19 take that money now and still argue the fair
20 settlement issue.
21 But I'm sure -- again, there's no
22 doubt as I write this, this is not Dennis Halpin
23 authoring something, sitting there in some dark room
24 by himself. This has clearly got fingerprints of
25 Michael and Sally as I did this and listened to

Page 160

1 their guidance in what's the next steps.
2 **Q. Sure.**
3 A. I think this is probably just us saying, hey,
4 here's the next step we should do. Dennis isn't
5 saying, Sally, I disagree with that. No, you're
6 telling me something as ERISA counsel, I'm going to
7 follow what you say, unless I'm going straight to
8 hell or something else. I retained you as my expert
9 counsel. You tell me what you believe is the next
10 step. Michael, you tell me the mechanics of it.
11 You want me to draft something. Let's draft it.
12 I'll sign it. Why? I'm the last committee member.
13 So everything you're going to see from February 20th
14 to April 30th is going to have my signature on it if
15 it's a committee issue.
16 **Q. Right. And let me ask you, after that e-mail**
17 **from Mr. Kassan on February 17th, was there any**
18 **discussion that you were involved in of, we've got**
19 **to sell Neuberger Berman now, they're not taking it**
20 **back?**
21 A. I -- I can't recall if we had a discussion or
22 not.
23 **Q. After Mr. Kassan's e-mail where he seems to**
24 **say they're not -- he's not taking the Neuberger**
25 **Berman assets back, or any share thereof, was there**

<p style="text-align: right;">Page 161</p> <p>1 any change in what the committee's strategy was, the</p> <p>2 Severstal committee strategy in terms of resolving</p> <p>3 the assets that the trust held?</p> <p>4 MR. JOYCE: Just object and remind the</p> <p>5 witness don't discuss attorney-client</p> <p>6 communications, but otherwise, you can answer that</p> <p>7 question.</p> <p>8 A. I'm going to say that after that discussion</p> <p>9 with Glen and/or his letter, what have you, there</p> <p>10 was clearly discussions with counsel. I mean,</p> <p>11 again, we go back to monitoring. At some point in</p> <p>12 time, anybody can go back and say, during that</p> <p>13 period of time, what should you have done?</p> <p>14 When you take a look at the frequency</p> <p>15 of the letters, the frequency of the communications</p> <p>16 from December 31st on, I would say there is a</p> <p>17 plethora of documentation to show monitoring</p> <p>18 oversight. I mean, what did you do as -- somebody</p> <p>19 could go back and say, you know what you should have</p> <p>20 done? That's a pretty easy thing to say in</p> <p>21 hindsight. But as you go through this and you're</p> <p>22 working with expert ERISA counsel and somebody who</p> <p>23 did this as a practice for some point in time,</p> <p>24 whether it was three, five, what have you, I think</p> <p>25 you look at this and you can see almost daily</p>	<p style="text-align: right;">Page 163</p> <p>1 what kind of a piece we could take. Here's a guy</p> <p>2 right off the bat, and he's going to sit there --</p> <p>3 again, going to performance dictates everything</p> <p>4 else. They're earning 12 percent; you guys are</p> <p>5 missing out. Mortgage-backed securities, March</p> <p>6 2009.</p> <p>7 Ron, I happen to have friends that</p> <p>8 live in Long Island, I think I know what's happened</p> <p>9 to the market on the East Coast. So that seems to</p> <p>10 be a little risky. But go ahead, let the guy talk.</p> <p>11 So I'm going back to those comments</p> <p>12 that say the frequency and the depth of the</p> <p>13 monitoring, in my mind, was almost overkill. This</p> <p>14 consumed almost a full part of our jobs. And</p> <p>15 somebody could sit there and say, here's what you</p> <p>16 should have done. Yeah, that's Monday-morning</p> <p>17 quarterback. But somebody can't say to me, wow, you</p> <p>18 were pretty absent as fiduciaries. I don't know how</p> <p>19 anybody could say that.</p> <p>20 Q. When you're talking about what kind of duties</p> <p>21 you have, is there any percentage you could put on,</p> <p>22 again, during this period, June of 2008 to April</p> <p>23 2009, that you spent working on retirement committee</p> <p>24 duties as opposed to your corporate duties?</p> <p>25 A. The monitoring role stepped up dramatically</p>
<p style="text-align: right;">Page 162</p> <p>1 conversations going on and reactions based on</p> <p>2 something else that came on.</p> <p>3 So as a fiduciary here, you know, with</p> <p>4 a monitoring responsibility, I think the question</p> <p>5 is, were we monitoring it? Absolutely, in spades.</p> <p>6 Somebody could go back and say, you know what you</p> <p>7 should have done. Yeah, well, that's easy for</p> <p>8 someone to say eight years later or five years later</p> <p>9 or even a year later whenever the market kind of</p> <p>10 comes back, somebody could sit there and say, you</p> <p>11 guys should have really invested in blank.</p> <p>12 I mean, there's -- you probably have</p> <p>13 it in there. At some point we're going to get into</p> <p>14 I had a conversation with Marvin Schwartz from</p> <p>15 Neuberger. Ron sends me this guy. Forty-five</p> <p>16 minutes he's on the phone talking about real estate</p> <p>17 mortgages. In March of 2009? Do you think a</p> <p>18 pension committee is going to sit there and all of a</p> <p>19 sudden put itself in mortgages? I let him go</p> <p>20 because I'm letting him talk himself out. But</p> <p>21 here's Ron sending this guy saying, I want you guys</p> <p>22 to invest in this thing.</p> <p>23 Now, again, we're not the size of WHX.</p> <p>24 So they could take a piece of that if they wanted to</p> <p>25 and still have a healthy distribution. I'm not sure</p>	<p style="text-align: right;">Page 164</p> <p>1 from December 30th on. I think it was scaleable.</p> <p>2 To the degree there was -- I don't ever think we</p> <p>3 said, we just don't have time for that right now, we</p> <p>4 need to move forward. I think that when you take a</p> <p>5 look at what we were doing previous to that, I think</p> <p>6 these monitoring procedures were very sound. We had</p> <p>7 Mercer reviewing it. The report would come in.</p> <p>8 Mike would have his input. We would have a</p> <p>9 schedule. There was a practice. There was a</p> <p>10 process. It was followed religiously.</p> <p>11 As of December 30th, somebody fumbles</p> <p>12 the ball. Okay. They're telling us they can</p> <p>13 recover the fumble. The guy is a stellar performer.</p> <p>14 Let's work with that. At some point in time that</p> <p>15 comment of his is, I can't fully reset, I can only</p> <p>16 partially reset, I'm not sure if I can reset, it</p> <p>17 erodes a bit.</p> <p>18 But the frequency of monitoring, the</p> <p>19 depth of monitoring from January 1st took on a</p> <p>20 scaleable -- a percentage because that's what was</p> <p>21 needed. Again, if you talk about pre-December 30th</p> <p>22 and post-December 30th, in both cases I would say</p> <p>23 that the monitoring of the activity and the process</p> <p>24 in the funds was clearly sufficient, if not better</p> <p>25 than that.</p>

<p style="text-align: right;">Page 165</p> <p>1 Q. Okay.</p> <p>2 A. It's a long-winded answer, but --</p> <p>3 Q. No, no. I'm glad to get your view on all of</p> <p>4 that. I'm going to refer you to the next exhibit,</p> <p>5 42.</p> <p>6 (Halpin Deposition Exhibit No. 42 was</p> <p>7 marked for identification.)</p> <p>8 Q. That's a letter from Ms. King, CCing you and</p> <p>9 Mr. DiClemente and Mr. Kittrell. And this is the</p> <p>10 Mr. Kittrell, the second page, who also is at</p> <p>11 McGuireWoods?</p> <p>12 A. Yeah. He, at some point in time -- I'm not</p> <p>13 sure how they played each other, but if she wasn't</p> <p>14 available, he was available. There was a time where</p> <p>15 he did get involved.</p> <p>16 Q. Okay. Take a look at that just to let me</p> <p>17 know when you've had a chance to peruse it.</p> <p>18 (Witness reviews document.)</p> <p>19 A. Okay.</p> <p>20 Q. Okay. So in Ms. King's letter here to</p> <p>21 Mr. LaBow she mentions the Cohn audit. The third</p> <p>22 paragraph she says, "The Committee believes that it</p> <p>23 is important to work toward a resolution of the</p> <p>24 investment of the previously transferred assets and</p> <p>25 not to wait until the financial materials are</p>	<p style="text-align: right;">Page 167</p> <p>1 waiting for the fees to get reduced?</p> <p>2 A. I can't say I'm that familiar with that</p> <p>3 subject. So if that -- if that's how it's stated</p> <p>4 here, I can't dispute it. But I can't say I'm</p> <p>5 that -- not that involved. And I'm familiar with</p> <p>6 the fee adjustment issue but only from the fact that</p> <p>7 it was the issue -- the issue was a duplication of</p> <p>8 fees for the same service.</p> <p>9 Q. Okay. So the fourth bullet point there says,</p> <p>10 committee expressed concerns "on multiple occasions</p> <p>11 regarding the lack of diversification." And then</p> <p>12 "the Committee asked you for additional</p> <p>13 information."</p> <p>14 Then the first full paragraph on the</p> <p>15 second page says, "At this point, the Committee is</p> <p>16 taking several steps in an effort to move the</p> <p>17 situation forward. First, the Committee will sign</p> <p>18 the Neuberger Berman investment management agreement</p> <p>19 even though" the fee issue hadn't been resolved and,</p> <p>20 you know, still reserves the issue that the</p> <p>21 committee doesn't think it should have been</p> <p>22 allocated the entire Neuberger Berman account.</p> <p>23 Then the next paragraph says, "The</p> <p>24 Committee will facilitate transfer of assets and</p> <p>25 will provide direction for Neuberger Berman or</p>
<p style="text-align: right;">Page 166</p> <p>1 reviewed and analyzed by the Committee."</p> <p>2 The next paragraph then says, the</p> <p>3 committee wants to make sure that all actions are</p> <p>4 taken -- "The Committee wants to ensure that it has</p> <p>5 taken all actions to facilitate your fulfilling your</p> <p>6 duties as investment manager of the SWI pension</p> <p>7 assets." And then as underneath there she has some</p> <p>8 bullet points. The first one is the investment</p> <p>9 management agreement with WPN -- with Mr. LaBow's</p> <p>10 company, that is -- gives him "complete authority to</p> <p>11 select and designate other investment managers, for</p> <p>12 example, Neuberger Berman." And that "the Committee</p> <p>13 agreed to work with Neuberger Berman to get an</p> <p>14 agreement in place."</p> <p>15 The second bullet point says, the</p> <p>16 committee "negotiated all provisions, except the fee</p> <p>17 provisions, of the Neuberger Berman agreement," and</p> <p>18 still wanted Mr. LaBow to get a better deal on the</p> <p>19 fees.</p> <p>20 "The Committee has not signed the</p> <p>21 agreement" and is waiting on the fees before it</p> <p>22 signs the agreement with Neuberger Berman.</p> <p>23 So at this point as of February 24th,</p> <p>24 it's still in the same position, haven't signed an</p> <p>25 agreement with Neuberger Berman and are still</p>	<p style="text-align: right;">Page 168</p> <p>1 National City (as trustee and custodian) to execute</p> <p>2 your instructions regarding investment management."</p> <p>3 So that sounds as if now the committee is saying</p> <p>4 fine, you can go ahead and invest. And there's</p> <p>5 no -- no statement here about we need to get a plan</p> <p>6 from you first before we let you exercise your</p> <p>7 investment management authority.</p> <p>8 Is that what you take that paragraph</p> <p>9 to mean?</p> <p>10 MR. JOYCE: Objection to form. And also</p> <p>11 speculation. Somebody else's document.</p> <p>12 You can answer.</p> <p>13 THE WITNESS: Thanks.</p> <p>14 A. So yeah, I'm going to say -- Sally is writing</p> <p>15 this, so I'm not going to be able to precisely</p> <p>16 interpret what her understandings are. My takeaway</p> <p>17 from reading this is that we are going -- if you</p> <p>18 bring up an issue, we are going to try our -- to</p> <p>19 facilitate that so you can do your job.</p> <p>20 So I think she's saying, if these</p> <p>21 things -- if you're telling us these things are</p> <p>22 hurdles for you, we will take care of it.</p> <p>23 Q. The next sentence where I left off, "The</p> <p>24 Committee will not approve or reject investment</p> <p>25 actions made by you, since you are investment</p>

<p style="text-align: right;">Page 169</p> <p>1 manager and have full authority regarding investment 2 decisions under the Agreement." 3 This is the first communication with 4 Mr. LaBow from the committee or the committee's 5 attorney that doesn't say we want a plan from you 6 before you do anything. That seems to me to be a 7 change. 8 MR. JOYCE: Object to the form. 9 A. I don't think it's a change at all. I think 10 we've been telling him all along, since I was 11 actively involved in meetings with him, so I'll say 12 January 5th or whatever it was, we've always said 13 you make the decisions. Here's the decision we 14 make. You're retained and you're fired. So we 15 don't make an investment decision. 16 I think when we talked to him before 17 about plans and everything else, that was our strong 18 direction as to what we wanted. He still could have 19 done what he wanted. If there's was something 20 blocking him, then he should have clearly said -- I 21 think even in the guidelines of the agreement it 22 says, the investment manager needs to tell us what 23 we need to facilitate him. 24 And Ron's personality is, if something 25 is in his way, he's removing it, and he's removing</p>	<p style="text-align: right;">Page 171</p> <p>1 marked for identification.) 2 Q. For the record, I'll say that's an e-mail 3 from you dated February 20th to Mr. DiClemente. 4 Take a look at that and -- 5 A. Okay. 6 (Witness reviews document.) 7 A. Okay. 8 Q. What did you mean to accomplish with this 9 e-mail to Mr. DiClemente? 10 A. As I look back and read it, it looks to me 11 like I was trying to note all the conversations that 12 were had and the times we discussed the Cohn report. 13 Q. Okay. 14 A. I think we initially were told sometime early 15 January it would be very soon. It looks like it's 16 still sitting out there. 17 Q. Got you. Do you know when you did receive 18 the Cohn report? 19 A. I want to say it was very late February. 20 Q. Okay. Do you know what the date was of the 21 Cohn audit? 22 A. You mean the date that they signed off on it? 23 Q. Right. 24 A. I don't know. 25 Q. Was there a lag between the audit being</p>
<p style="text-align: right;">Page 170</p> <p>1 it immediately. So if he had a hurdle, I don't know 2 whatever he told us before that there was a hurdle. 3 As I look at this thing, the first bullet says, the 4 investment management agreement says "your company 5 has complete authority" of the conversations -- you 6 know, let's go to the second one. Committee 7 successfully negotiated -- except fee provision. 8 Ron, that's your job. You were supposed to do the 9 fee provision; right? The committee is not signing 10 this thing until you do your job. 11 "The Committee expressed its concerns 12 to you on multiple occasions regarding the lack of 13 diversification." Ron, that's you that didn't fill 14 it. 15 So every one of those ideas, Ron, you 16 didn't do your job; Ron, you didn't do your job; 17 Ron, you didn't do your job. Do your job. 18 This thing here, to me, is nothing 19 more than reiterating something that we said all 20 along. We don't reject or approve your investment 21 decisions. That's your job. I think it's just a 22 repeat and reminder. It's not saying we've changed 23 the direction. It's a repeat. 24 Q. All right. Let me refer you to Exhibit 43. 25 (Halpin Deposition Exhibit No. 43 was</p>	<p style="text-align: right;">Page 172</p> <p>1 finished and published and bound and you receiving 2 it? 3 A. I have to say I don't know because I don't 4 know the date it was signed. But I think it was 5 definitely a lag between when it was promised it 6 would be given to us and how many times we had to 7 ask for it and when we got it. In terms of when it 8 was signed and when it was provided to us, I don't 9 know the date it was actually signed off on. 10 Q. I take it from what you were saying earlier 11 that you were disappointed when you read the audit? 12 A. I think it was a compilation. I think it 13 just tabulated items as opposed to a little more 14 substantive stuff. I think when we expected an 15 audit, what we got was nothing more than somebody 16 validating end-of-month account balances or 17 something. For something to take that long for that 18 was a little bit weak. 19 Q. Do you know of any -- what Cohn was 20 contracted to do? 21 A. I do not. 22 Q. And was that the WHX retirement committee 23 that commissioned it or shared that between the two 24 committees? 25 A. I remember somewhere that -- my understanding</p>

Page 173

1 was Ron -- Ron requested it. I don't -- I don't
2 know that to be certain, but I do remember something
3 where it was Ron that requested it.
4 **Q. Okay. Next document, Exhibit 44.**
5 **(Halpin Deposition Exhibit No. 44 was**
6 **marked for identification.)**
7 **(Witness reviews document.)**
8 **Q. For the record, this is an e-mail from**
9 **Mr. DiClemente dated February 27th, 2009, to Russell**
10 **Khanuk at Neuberger Berman, and it CC's Jacquie**
11 **Thomas, you, Mr. Halpin, and Rick Bowness. Let me**
12 **know when you've had a chance to take a look at**
13 **that.**
14 A. Okay.
15 **Q. In the last paragraph it says, "You'll also**
16 **note that I am copying Dennis Halpin, who I**
17 **mentioned on the phone yesterday will be a party to**
18 **these documents. Dennis is a senior member of the**
19 **team at Severstal Wheeling, Inc., as well as SWI**
20 **Retirement Committee member."**
21 **Is this your introduction to Neuberger**
22 **Berman? Had you dealt with them before this?**
23 A. I can't say I dealt with them before this.
24 Apparently it's an introduction of Russell and me,
25 but I don't remember some -- any documentation prior

Page 174

1 to that.
2 **Q. Prior to this, had you had any conversations**
3 **with Neuberger Berman?**
4 A. I can't be certain, but I don't -- I don't
5 believe I had one, a direct conversation, prior to
6 Michael's leaving the company.
7 **Q. Okay. Leaving the company in February --**
8 A. As an employee.
9 **Q. -- as an employee in February 2009?**
10 A. Yeah.
11 **Q. This looks similar but is not the same.**
12 **Exhibit 45. Just for the record, that's another**
13 **e-mail from Mr. DiClemente also on February 27,**
14 **2009. The last one was 2:42, and this one is at 3**
15 **p.m.?**
16 A. Okay.
17 **Q. Also to Mr. Khanuk at Neuberger Berman and**
18 **CCing you and Rick Bowness but not Ms. Thomas.**
19 **(Halpin Deposition Exhibit No. 45 was**
20 **marked for identification.)**
21 **Q. It refers to the investment management**
22 **agreement with Mr. LaBow. Let me know when you've**
23 **had a chance to take a look at that.**
24 **(Witness reviews document.)**
25 A. Okay.

Page 175

1 **Q. So the e-mail from Mr. DiClemente I guess**
2 **goes through some of the history of the Severstal**
3 **plans or trust in Neuberger Berman, and then toward**
4 **the end of the e-mail it says, "His role with us is**
5 **what contributed in part to our initial reluctance**
6 **to enter into the agreement directly with you**
7 **because we have felt that is Ron's responsibility.**
8 **As discussed, we are providing an accommodation to**
9 **Ron."**
10 **Do you know what this accommodation is**
11 **that he's referring to?**
12 A. Okay. I'm sorry.
13 **(Witness reviews document.)**
14 A. I would be speculating. I'm assuming he's
15 meaning that we are going to sign an agreement with
16 you as opposed to Ron signing with you. We hire
17 Ron. Ron hires investment managers. This seems to
18 be now we're going to be -- in my mind, this is a
19 duplicative arrangement.
20 **Q. And there's a few documents back, Mr. Riposo**
21 **was explaining to you and Mr. DiClemente on the**
22 **phone that there was a lot of paperwork that you, as**
23 **the retirement committee, would have to do to have**
24 **relationships with each of the different funds**
25 **because that's what he was doing at WHX.**

Page 176

1 **Is that your understanding of how WHX**
2 **related to the fund managers?**
3 **MR. JOYCE:** Objection to form.
4 Speculation.
5 A. I wouldn't know. I wouldn't know.
6 **Q. So you don't know necessarily that this**
7 **accommodation, that signing an agreement with**
8 **Neuberger Berman is anything different than what WHX**
9 **did with Neuberger Berman?**
10 A. I don't know what they did. I mean, my
11 understanding was clearly that Ron was the
12 investment manager, and I think the agreement said,
13 Ron, you are authorized to hire other investment
14 managers as you deem fit. So I think that the
15 concern or the question was, why do we have to get
16 into -- that's not what we asked you to do. Maybe
17 this was a cut of the pie. He didn't want to take
18 out his, so we're paying twice for the same effort.
19 Ron, you're the investment manager.
20 If you want somebody else to be involved, bring them
21 on, but we shouldn't have to sign additional
22 investment agreements. So there was no real -- I
23 would think that there was no real need to have to
24 sign an agreement with them. He could have -- he
25 could have set the agreement with Neuberger.

<p style="text-align: right;">Page 177</p> <p>1 Q. Are you sure of that?</p> <p>2 A. Under the authority of the investment</p> <p>3 agreement, he had all authority to do that.</p> <p>4 Q. But would Neuberger Berman have accepted an</p> <p>5 agreement signed by Mr. LaBow as opposed to a member</p> <p>6 of the retirement committee to Severstal?</p> <p>7 MR. JOYCE: Objection to the form.</p> <p>8 Speculation.</p> <p>9 A. I'm sure they would have called him -- Ron</p> <p>10 came from Neuberger -- or called us, are you guys</p> <p>11 okay with this setup?</p> <p>12 Q. My point was, would Neuberger Berman want the</p> <p>13 retirement committee, you the retirement committee,</p> <p>14 to sign off on any investment management agreement</p> <p>15 and not Mr. LaBow?</p> <p>16 MR. JOYCE: Objection to form.</p> <p>17 Speculation.</p> <p>18 A. Yeah, I -- I -- I don't know. I don't know.</p> <p>19 Q. Up to this point, February 27th, 2009, had</p> <p>20 you had any conversations with Neuberger Berman yet</p> <p>21 as to how -- how you would go about retaining them</p> <p>22 for the retirement committee?</p> <p>23 A. I think the only time I probably was part of</p> <p>24 them was this earlier one. I would say, no, this</p> <p>25 was the one that said by way of introduction.</p>	<p style="text-align: right;">Page 179</p> <p>1 contract with Neuberger Berman.</p> <p>2 A. Yeah.</p> <p>3 Q. Okay. And going to the -- I guess the</p> <p>4 next-to-the-last page, is that your signature?</p> <p>5 A. That is my signature.</p> <p>6 Q. Okay. And it says, February 25th, 2009.</p> <p>7 Does that relate to the date of Ms. King's letter?</p> <p>8 Let me just go back to that exhibit. 42 was dated</p> <p>9 February 24th where Ms. King said -- that the</p> <p>10 committee was going to go ahead and sign the</p> <p>11 agreement with Neuberger Berman, except the fee</p> <p>12 portion. So your signature would just be the day</p> <p>13 after, from looking at the dates on the two?</p> <p>14 A. Yeah.</p> <p>15 Q. Okay. Then the last page has written in "Ron</p> <p>16 LaBow to discuss fees with NB." So did you have any</p> <p>17 discussions with Neuberger Berman before you signed</p> <p>18 this on February 25th?</p> <p>19 A. No. Again, let's go back to what I said</p> <p>20 before. I'm now getting into a role of the single</p> <p>21 Severstal retirement committee member. I've got two</p> <p>22 people, one that knows the administrative and one</p> <p>23 that knows the ERISA counsel side. At this point in</p> <p>24 time I'm going to tell you that I become a vehicle</p> <p>25 for signatures to get processes done. So if Sally</p>
<p style="text-align: right;">Page 178</p> <p>1 That's probably the first time I was in contact with</p> <p>2 them. Maybe that's two ago, right.</p> <p>3 Q. I think you're referring to Exhibit 44. I</p> <p>4 don't know that either of them used the words "by</p> <p>5 way of introduction."</p> <p>6 (Witness reviews document.)</p> <p>7 A. Well, I think when Mike says, I'm copying</p> <p>8 Dennis Halpin, who I mentioned on the phone will be</p> <p>9 this person.</p> <p>10 Q. Right.</p> <p>11 A. I would think indirectly that's saying, hey,</p> <p>12 let me introduce this guy to you. I'm now moving</p> <p>13 off. I'm a consultant, he's a SWI manager, shake</p> <p>14 hands. So I don't think at that point in time they</p> <p>15 probably knew who I was.</p> <p>16 Q. And the date of those two e-mails, last two</p> <p>17 exhibits, 44 and 45, were February 27th. Now, let</p> <p>18 me show you Exhibit 46.</p> <p>19 (Discussion held off the record.)</p> <p>20 (Halpin Deposition Exhibit No. 46 was</p> <p>21 marked for identification.)</p> <p>22 Q. Okay. So Mr. Halpin, Exhibit 46, as I've</p> <p>23 been told --</p> <p>24 A. Yeah.</p> <p>25 Q. -- is in front of you, and it looks like a</p>	<p style="text-align: right;">Page 180</p> <p>1 and Michael say, Dennis we need to move forward with</p> <p>2 this Neuberger contract, will you sign it -- when</p> <p>3 those two people are guiding me to do something, I'm</p> <p>4 going to say, let me -- I don't know what this</p> <p>5 actually is, let me talk with them.</p> <p>6 So again, I would say that if she said</p> <p>7 at the February 24th meeting she's saying to</p> <p>8 facilitate or to whatever, accommodate, we're going</p> <p>9 to do this, and they come back and they say, Dennis,</p> <p>10 you need to sign this, I'm saying, okay, based on</p> <p>11 your guidance or instructions, I will do that. I</p> <p>12 didn't call up Neuberger or talk to them and say</p> <p>13 let's talk about this contract. Because again,</p> <p>14 that's not my area.</p> <p>15 Q. Right.</p> <p>16 A. So I'm deferring to their expertise when I'm</p> <p>17 doing some of these activities or signatures.</p> <p>18 Q. Sure, sure. And from looking at the document</p> <p>19 then as of the February 25th, 2009, there still</p> <p>20 wasn't an agreement with Neuberger Berman in place?</p> <p>21 A. I don't know if there was an agreement.</p> <p>22 There may have been an understanding or an</p> <p>23 agreement. Was there one signed? Apparently not.</p> <p>24 But was there an agreement? That's a different</p> <p>25 question, and I can't answer that. I don't know.</p>

Page 181

1 I mean, there's definitely going to be
2 situations here -- let's talk about the investment
3 agreement; right? Was there a -- was there a
4 procedure? Was there a practice? Absolutely. When
5 was it signed? That's a different question,
6 different answer. But was there always a policy in
7 place and guidelines? Absolutely was.
8 So sometimes you look at a signature
9 and you say, what was this doing? This was
10 formalizing an understanding that was already in
11 practice. It's just making it formal.
12 **Q. What was a practice that was being made**
13 **formal?**
14 A. That before November 3rd there was a WHX
15 trust agreement, there was a WHX trust guidelines
16 policy, and that was what Ron was to follow on
17 November 1st. He was to follow a mirror image that
18 was an understanding that you will do this same
19 thing until we kind of change these words out --
20 change these names out, and that's what you're going
21 to follow. So was there also a policy, practice in
22 place? Yeah, there was. Was there an
23 understanding? Yeah. When was it signed? That's a
24 different question, but the understanding was it was
25 always in place.

Page 182

1 **Q. I got you. With Neuberger Berman was there**
2 **any understanding or agreement in place?**
3 A. I -- I'm going to sound ignorant maybe a bit
4 here. I'm not going to say that I was that familiar
5 with the mechanics of this Neuberger Berman fees and
6 agreement or what have you. I think at this point
7 in time being the sole representative of the
8 committee, I am deferring a heavy amount of
9 influence to what Mike and Sally are talking to me
10 as a committee -- as a representative.
11 **Q. Do you know what the purpose of getting**
12 **Neuberger Berman retained was? February of 2009?**
13 A. The purpose of getting them on board, I
14 believe, was to -- again, I have to be careful. I
15 don't even know why they're there. My question is,
16 they don't have to be there.
17 **Q. Right.**
18 A. Ron can do this. Ron can sign with them.
19 But to facilitate or to remove that excuse of his or
20 whatever he thinks he had, which didn't come up
21 until the tail end, we will sign the Neuberger
22 agreement because he was asking for it.
23 **Q. You say it only came up at the tail end, but**
24 **there were e-mails going back to November 3rd or**
25 **November 4th.**

Page 183

1 A. Again, before December 30th, whatever you say
2 to me, I found out later as I'm reading the
3 documents. I was not party to any of those
4 conversations.
5 **Q. Got you.**
6 A. From my background.
7 **Q. Right. But you recognize that there were**
8 **documents dealing with Neuberger Berman going back**
9 **to November 3rd?**
10 A. I can't say that there were or there weren't
11 document discussions.
12 **Q. We just looked at them earlier this morning.**
13 A. If we looked at them -- now, again, you're
14 asking me today do I know that. Today I know that.
15 Back then --
16 **Q. Right, that's what I'm asking.**
17 A. Today I know it, yeah.
18 **Q. Okay.**
19 A. But we have to remember, I'm operating not --
20 I don't have like some sort of time capsule to say,
21 hey, today, I should have known that. You have to
22 take the timeline that says at that time how were
23 you acting based on you what you knew. Some of that
24 stuff I wasn't aware of. If I know it today and it
25 doesn't all of a sudden retroactively say, well,

Page 184

1 there you go, time capsule, you should have known
2 it. I did not know it.
3 Neuberger Berman is a very, in my
4 mind, mechanical, administrative process. Again,
5 that wasn't my area of expertise. Probably why Mike
6 didn't bring me in, because what benefit is he going
7 to serve. There's no need to necessarily get his
8 input. That's his area. No need for two people.
9 It's not like the more the merrier or something like
10 that. If I could have added to it, I'm sure Mike
11 would have included me.
12 **MR. JOYCE:** Can we take a quick break
13 before the next exhibit?
14 **MR. STRAWN:** Sure, sure.
15 (A brief recess was taken.)
16 **BY MR. STRAWN:**
17 **Q. Mr. Halpin, let me show you what's marked as**
18 **Exhibit 47, and take a look at that and let me know**
19 **if you recognize it.**
20 (Halpin Deposition Exhibit No. 47 was
21 marked for identification.)
22 (Witness reviews document.)
23 A. Okay.
24 **Q. Okay, yeah. First question, do you recognize**
25 **this?**

<p style="text-align: right;">Page 185</p> <p>1 A. I don't recall this document.</p> <p>2 Q. Okay. The second page there it says, March</p> <p>3 9th, 2009. And it seems to go through a history of</p> <p>4 the allocation of assets to the Severstal trust.</p> <p>5 The title says, "Evaluation of WPN Corporation's</p> <p>6 Compliance with the WHX Pension Plan Investment</p> <p>7 Policy as of March 2004 and the Severstal Wheeling,</p> <p>8 Inc. Pension Plan Investment Policy effective</p> <p>9 November 1, 2008. March 2009."</p> <p>10 See it references the Cohn report, the</p> <p>11 audit, in that second paragraph, February 11th,</p> <p>12 2009. And it seems in the chart on the bottom of</p> <p>13 page 1 of cash equivalents, that's an \$8.4 million</p> <p>14 entry.</p> <p>15 Do you know, just looking at the</p> <p>16 numbers, if that's the final true up or one of the</p> <p>17 final true-up payments for the Severstal trust for</p> <p>18 the final separation from the commingled trust?</p> <p>19 MR. JOYCE: Objection to form.</p> <p>20 Speculation.</p> <p>21 A. Yeah, I don't -- I don't recall, John.</p> <p>22 Q. Okay. Do you know if about this time, March</p> <p>23 9, 2009, there was any discussion among the</p> <p>24 committee or -- not the committee -- that you had</p> <p>25 with anybody else about taking legal action with</p>	<p style="text-align: right;">Page 187</p> <p>1 at that.</p> <p>2 (Witness reviews document.)</p> <p>3 A. Okay.</p> <p>4 Q. So this is dated March 6th, 2009. Do you</p> <p>5 remember this, recognize this?</p> <p>6 A. I can't say I remember it.</p> <p>7 Q. Okay. It seems as if it's indicating that</p> <p>8 the agreement is still not final with Neuberger</p> <p>9 Berman to trade the -- or I should say create the</p> <p>10 account.</p> <p>11 A. I mean -- I mean, if he's saying something</p> <p>12 that the attachment should be signed to open a new</p> <p>13 account, I can't argue that. I don't remember -- I</p> <p>14 don't remember the e-mail.</p> <p>15 Q. Do you remember any back and forth with</p> <p>16 Neuberger Berman to get the account set up?</p> <p>17 A. I do remember some period of time where there</p> <p>18 was some volume of interaction with Neuberger</p> <p>19 Berman.</p> <p>20 Q. Did you ever speak to Mr. Khanuk?</p> <p>21 A. I don't remember ever speaking to him, no.</p> <p>22 Q. Do you remember ever speaking to anybody from</p> <p>23 Neuberger Berman?</p> <p>24 A. Marvin Schwartz. That's the only one I can</p> <p>25 remember speaking to.</p>
<p style="text-align: right;">Page 186</p> <p>1 regard to Mr. LaBow?</p> <p>2 MR. JOYCE: Objection. Privileged.</p> <p>3 Could reveal work product with McGuireWoods as well.</p> <p>4 So to the extent you can answer</p> <p>5 without going into what you discussed with counsel,</p> <p>6 you can do that.</p> <p>7 MR. STRAWN: The counsel for the</p> <p>8 retirement committee?</p> <p>9 MR. JOYCE: Yeah, the retirement</p> <p>10 committee or if you had personal counsel or anything</p> <p>11 like that.</p> <p>12 MR. STRAWN: Those are two separate</p> <p>13 issues, but --</p> <p>14 A. Yeah, I can't recall.</p> <p>15 Q. Okay. And let me show you Exhibit 49 (sic).</p> <p>16 (Halpin Deposition Exhibit No. 48 was</p> <p>17 marked for identification.)</p> <p>18 Q. For the record, that's an e-mail from</p> <p>19 Mr. Khanuk to Mr. DiClemente and to you with a CC to</p> <p>20 Mr. -- Diccianni?</p> <p>21 A. I want to say Diccianni.</p> <p>22 Q. Diccianni.</p> <p>23 A. That's my Irish background. I don't get</p> <p>24 these Italian names too good.</p> <p>25 Q. Let me know when you've had a chance to look</p>	<p style="text-align: right;">Page 188</p> <p>1 Q. The one you testified to.</p> <p>2 A. Yeah, I do remember him because it was such a</p> <p>3 bizarre call, but I can't say I remember anybody</p> <p>4 else.</p> <p>5 Q. Do you remember when that call took place?</p> <p>6 A. Sometime in March, I believe. 2009.</p> <p>7 Q. Between February and March of 2009, was</p> <p>8 Mr. DiClemente spending less time or more time with</p> <p>9 committee work with you?</p> <p>10 A. I would say he was spending an appropriate</p> <p>11 amount of time. If something needed to happen, he</p> <p>12 was available. So I don't think there was a</p> <p>13 lightness of it. I think he was as available as we</p> <p>14 needed him.</p> <p>15 Q. Okay. Show you Exhibit 49.</p> <p>16 (Halpin Deposition Exhibit No. 49 was</p> <p>17 marked for identification.)</p> <p>18 Q. So for the record, that's an e-mail from</p> <p>19 Mr. DiClemente dated March 11th, 2009, to you and</p> <p>20 Mr. Khanuk and a CC to Mr. Diccianni. Let me know</p> <p>21 when you had a chance to take a look at that. It's</p> <p>22 just the one page.</p> <p>23 (Witness reviews document.)</p> <p>24 A. Okay.</p> <p>25 Q. It seems as if they're still waiting for</p>

<p style="text-align: right;">Page 189</p> <p>1 documentation. It says here in the Mr. Khanuk's</p> <p>2 e-mail, "I am still waiting to receive the SWI</p> <p>3 Retirement Committee document designating Dennis</p> <p>4 Halpin as the proper control person."</p> <p>5 A. I'm sorry, where does it say that?</p> <p>6 Q. Oh, I'm sorry. It's in --</p> <p>7 A. Oh, okay.</p> <p>8 Q. -- Mr. Khanuk's e-mail to you.</p> <p>9 A. The only thing I, as I'm looking at it here,</p> <p>10 saying I'm still waiting. I don't know if I've even</p> <p>11 seen where he said he needed that before that. If</p> <p>12 he was looking for something, I think I attended to</p> <p>13 it.</p> <p>14 Q. There seem to be a lot of back and forth with</p> <p>15 Neuberger Berman. Do you recall anything about</p> <p>16 this, about the signature page or anything in</p> <p>17 particular, what Mr. Khanuk was asking you for?</p> <p>18 A. I don't. Again, just looking at it, I see</p> <p>19 that he sent something on 3/10 at 10:17, and it</p> <p>20 looks like it was pretty quickly provided.</p> <p>21 Q. On March 11th?</p> <p>22 A. Yes, he asked for it, he got it. If he's</p> <p>23 asking for something new -- I'm a little surprised</p> <p>24 he's still waiting. I'm not sure how that was</p> <p>25 exactly phrased.</p>	<p style="text-align: right;">Page 191</p> <p>1 A. I can't say I know exactly what that is.</p> <p>2 Q. Okay. Do you recall any of these</p> <p>3 interactions with Mr. Khanuk?</p> <p>4 A. There were a number of them. Again, it seems</p> <p>5 weird that -- over here he doesn't mention these</p> <p>6 documents. It just seems like every time -- I have</p> <p>7 a couple more. But again, my thing is, you asked,</p> <p>8 you got. You asked for this, we gave it to you. So</p> <p>9 every time you asked for something, I think we're</p> <p>10 trying to accommodate as quickly as we can.</p> <p>11 Q. I see that Mr. Khanuk's title is client</p> <p>12 associate, so I don't know if that --</p> <p>13 A. Yeah, I don't know what that is. Everybody</p> <p>14 is a vice president right now. Vice president of a</p> <p>15 bank. If you're not a vice president, you're in</p> <p>16 trouble.</p> <p>17 Q. All right. And next Exhibit 51.</p> <p>18 (Halpin Deposition Exhibit No. 51 was</p> <p>19 marked for identification.)</p> <p>20 Q. That's a two-page exhibit.</p> <p>21 (Witness reviews document.)</p> <p>22 A. Okay.</p> <p>23 Q. All right. It's from you, and it's to</p> <p>24 Neuberger Berman, dated March 12th, and the second</p> <p>25 page it says Acknowledgement and Consent Form. Do</p>
<p style="text-align: right;">Page 190</p> <p>1 Q. Right. Just the sentence after that in his</p> <p>2 e-mail says, "I spoke to Sally King on Friday and</p> <p>3 was told that the document had been sent over to SWI</p> <p>4 for signature."</p> <p>5 Anyway --</p> <p>6 A. Yeah, I don't know.</p> <p>7 Q. All right. I'll show you the next exhibit,</p> <p>8 No. 50.</p> <p>9 (Halpin Deposition Exhibit No. 50 was</p> <p>10 marked for identification.)</p> <p>11 Q. And take a look at that. It's an e-mail</p> <p>12 dated March 12, 2009, from Mr. Khanuk to you with</p> <p>13 the CC to Mr. DiClemente.</p> <p>14 (Witness reviews document.)</p> <p>15 A. Okay.</p> <p>16 Q. And he says in there, "I realized that we are</p> <p>17 still missing two set of docs. Please find attached</p> <p>18 a copy of the W-9 and ERISA objectivity letter."</p> <p>19 Do you recall this e-mail?</p> <p>20 A. I don't recall it.</p> <p>21 Q. Do you know what a W-9 is?</p> <p>22 A. It's an information document, a tax</p> <p>23 documentation, I believe, that has to be provided.</p> <p>24 Q. An ERISA objectivity letter, do you know what</p> <p>25 that is?</p>	<p style="text-align: right;">Page 192</p> <p>1 you know if this is one of the documents that they</p> <p>2 were asking you for, or is this something new?</p> <p>3 A. I don't know. Obviously it is a document</p> <p>4 they were asking for, but --</p> <p>5 Q. Yeah, this doesn't seem to be the W-9 or an</p> <p>6 ERISA objectivity letter. Looking at the first page</p> <p>7 then, you say, "Gentlemen: I hereby instruct you to</p> <p>8 manage the assets of the above named account for</p> <p>9 capital appreciation and income." When you say</p> <p>10 "capital appreciation and income," is that a</p> <p>11 particular fund, or is that the goal or --</p> <p>12 A. I see I didn't sign it. There's probably one</p> <p>13 out there that's signed by me. I can't say I wrote</p> <p>14 these particular words. I don't know why they're</p> <p>15 written that way.</p> <p>16 Q. The second page at least has your signature</p> <p>17 on it on the form dated March 12th of 2009.</p> <p>18 A. Yeah, that's me.</p> <p>19 Q. It also says, "Attached is a copy of our</p> <p>20 current investment guidelines policy that pertains</p> <p>21 to these assets."</p> <p>22 While we're at it, let me show you</p> <p>23 what we can mark as Exhibit 52 and Exhibit 53.</p> <p>24 (Halpin Deposition Exhibit Nos. 52 and</p> <p>25 53 were marked for identification.)</p>

Page 193

1 (Witness reviews document.)
2 **Q. Let me know when you've had a chance to take**
3 **a look at those two.**
4 A. I'll kind of give them a brief thing. If
5 there's a question you have, I may just reread that
6 specific section.
7 **Q. Sure, sure.**
8 (Witness reviews document.)
9 A. Rather than hold it up, I'll let you ask a
10 question, and I'll try to focus on that section.
11 **Q. Start peppering you with questions. So**
12 **Exhibit 52 says it's a draft dated February 2009 for**
13 **the two plans, Statement of Investment Policy,**
14 **Mercer Investment Consulting. Do you recognize that**
15 **at all? Have you ever seen that before?**
16 A. I can't say that I have or I haven't. I
17 don't recall.
18 **Q. Okay. And 53, that says, effective November**
19 **1st, 2008, "Severstal Wheeling, Inc. Pension Plan**
20 **Investment Policy." Do you recognize that document?**
21 A. That looks familiar, yeah, that looks -- that
22 one looks familiar.
23 **Q. Is this Exhibit 53 based on the WHX**
24 **investment policy, or is this something that you had**
25 **created for Severstal?**

Page 194

1 A. I want to say this policy is a -- emanated
2 from the WHX policy. So is it exact? I don't know
3 if it's exact, but it's probably very similar.
4 **Q. Okay. It references the Severstal Wheeling,**
5 **Inc. and WPN, so it's at least personalized up until**
6 **November 1st, I guess.**
7 A. Correct.
8 **Q. It says, effective November 1st. Do you know**
9 **when it was actually created?**
10 A. I'm not sure where that date is on there, but
11 I would say that if -- effective November 1st versus
12 pre that. If it wasn't this one, he was working
13 under the understanding of the WHX one, so I'm not
14 sure exactly the significance of that date on this
15 particular item.
16 **Q. And prior to the trust being separated, prior**
17 **to November 3rd, 2008, to your understanding,**
18 **Severstal didn't have a direct relationship with**
19 **Mr. LaBow? A contract, I should say.**
20 A. We -- we had a contract with him. It was
21 underneath -- we were part of that WHX so that we
22 were under a contract with him at that time based on
23 being part of the WHX trust.
24 **Q. But there's no written contract with**
25 **Mr. LaBow that existed before the one that was**

Page 195

1 **signed around December 5th, 2008.**
2 **MR. JOYCE:** Just object to the form.
3 If you understand, go ahead.
4 A. Again, I would say, were our funds under the
5 management of guidelines, policies and agreement?
6 Yeah, it was, because we were part of a fund that
7 had an agreement with him. So maybe I'm not getting
8 it right, but I'm saying we had -- we had a
9 derivative relationship with him because we were
10 part of a fund that he was managing and had policies
11 associated with it.
12 **Q. Right. The relationship between Severstal**
13 **Wheeling-Pitt and WHX goes back a while and changes**
14 **form, just the fact that all the retirement plans**
15 **were commingled even after the employers were**
16 **separated, that it -- it just gets a little**
17 **complicated. I was just asking if -- to confirm my**
18 **understanding that there wasn't a contract between**
19 **Severstal and -- and Mr. LaBow in writing, a written**
20 **physical document before November -- before November**
21 **1st 2008?**
22 **MR. JOYCE:** Same objection to form.
23 Legal conclusion.
24 If you understand, you can answer.
25 A. Yeah, I'm going to say that you're wrong,

Page 196

1 because there was an agreement and there were policy
2 guidelines, and we were a part of that WHX. I'm
3 probably not specifically answering. But there
4 was -- there definitely was -- we were part of the
5 WHX trust. There was an agreement with that. So
6 I'm not understanding why you keep saying there
7 isn't a contract. There is a contract. We're part
8 of that contract.
9 **Q. Right. That's my understanding.**
10 A. So we're -- we're -- do we have a contract?
11 Yeah, we do.
12 **Q. And I guess it's going into deeper background**
13 **than we need to at this point. So Exhibit 53 looks**
14 **familiar. Exhibit 52 you haven't seen before.**
15 A. I can't say -- I can't say with certainty I
16 have seen or I haven't seen. I know this one looks
17 familiar because I remember this policy and where it
18 sort of emanated from. This one here (indicating)
19 today, I can't sit here and say, yeah, I remember
20 that one. I don't know. Either way I can't say I
21 know it or don't know it.
22 **Q. Going back to your letter, Exhibit 51 here,**
23 **it says, "Attached is a copy of our current**
24 **investment guidelines policy that pertains to these**
25 **assets."**

Page 197

1 Do you know which policy it was? I
2 didn't see that.
3 A. I can't say I would be able to tell you what
4 policy, with certainty, it was.
5 Q. And this is the first reference I've seen in
6 the documents to here's our investment guidelines.
7 And I know what you're saying about, well, we had
8 guidelines as far as the WHX trust, but, that aside,
9 I don't remember any reference to a document from
10 Severstal that said this is Severstal's investment
11 guidelines.
12 A. Yeah, and I -- I don't know how to answer
13 that. I don't know. I probably don't understand
14 the question, but I will just say I don't
15 understand.
16 MR. JOYCE: I'll just object to the
17 form. I don't know if there was a question.
18 THE WITNESS: Oh, okay.
19 Q. Do you know -- all right. My assumption
20 is -- let me know if you believe this is correct --
21 that on March 12, 2009, when you sent this letter to
22 Neuberger Berman, you had attached a copy of the
23 current investment guidelines that pertain to these
24 assets. That was a Severstal investment guideline
25 policy as opposed to a previous WHX policy?

Page 198

1 A. I can't -- I can't tell you today what
2 guideline was attached to that.
3 Q. And 52 says it was a -- the Mercer investment
4 policy says it was a draft in February of 2009, and
5 53 says effective November 1st, Severstal Wheeling
6 Pension Plan Investment Policy, but you don't know
7 what was sent out on March 12th?
8 A. I couldn't tell you which one that was
9 attached to that. I can't -- I can't tell you which
10 one it is.
11 Q. Okay. Let me show you what's Exhibit 54.
12 (Halpin Deposition Exhibit No. 54 was
13 marked for identification.)
14 Q. When you see it, it's going to be an
15 e-mail -- it looks like an e-mail from Ron LaBow,
16 but it doesn't say to whom. It has an original
17 message from Lorraine Greco, and it's got an nb.com,
18 so I assume she's from Neuberger.
19 A. I can't say I remember her.
20 Q. Sure. This is just the one page. At the
21 bottom it looks that there's an original message
22 from Ron LaBow to Lorraine Greco. It says, Re line,
23 "Please call Marvin Schwartz." The body says,
24 "Trying to locate Dennis Halpin to be on call with
25 me."

Page 199

1 Did you have a phone call with
2 Mr. LaBow and Mr. Schwartz?
3 A. No. No. I had one phone call with Marvin
4 Schwartz, and it was just me and him.
5 Q. The message from Lorraine Greco. "Dear Ron -
6 Please don't be upset but I too placed a call to
7 Dennis Halpin and left a please return my call on
8 his voice mail." I don't know how that would
9 generate a don't be upset as of this writing. "All
10 of our petroleum sales look good as of this
11 writing." It sounds like they're thinking about
12 selling the Neuberger Berman assets. "I just want
13 Dennis to participate on the liquidation
14 instructions in the highly unlikely event that Exxon
15 decides to buy Anadarko at a huge premium price
16 today." It sounds as if they're talking about
17 selling the assets and the last-minute timing of it.
18 Do you have any understanding of any
19 of these discussions going on about the sale of any
20 of the Neuberger Berman assets around this date?
21 MR. JOYCE: Object to form.
22 A. I don't. I don't remember ever talking to a
23 Lorraine Greco.
24 Q. My understanding is that the sale went
25 through, the Neuberger Berman assets, on March 24th,

Page 200

1 2009. A lot of different stocks in there. I don't
2 know that each one was sold that day, but my
3 understanding is that the account was liquidated on
4 March 24th, 2009. Do you have any recollection as
5 to when the Neuberger Berman account was liquidated?
6 A. I honestly -- I can't tell you what date it
7 was. I don't remember what date that was actually
8 liquidated.
9 Q. Okay. Anything in here sound familiar
10 about -- about the selling of petroleum stocks,
11 Exxon, Anadarko?
12 A. It doesn't.
13 Q. All right. I took that one just out of order
14 date-wise. Let me show you Exhibit 55. This is
15 dated March 20th, so that's back a few days.
16 (Halpin Deposition Exhibit No. 55 was
17 marked for identification.)
18 (Witness reviews document.)
19 A. Okay.
20 Q. All right. So Exhibit 55 is just one page.
21 It looks like an e-mail chain, and the one at the
22 bottom is from you March 20th, 2009, to Russell
23 Khanuk with a CC to Mr. DiClemente and Ms. King. It
24 says, "Russell, Just doing a final check...can you
25 confirm that you now have everything that you

Page 201

1 needed?"

2 There's an e-mail before that from

3 March 16th from Mr. Khanuk, presumably to you,

4 although that's not clear from the document. The

5 last paragraph in the e-mail from Mr. Khanuk still

6 brings up again that they're waiting for Mr. LaBow

7 and Mr. Schwartz to agree on the fee schedule prior

8 to any trading.

9 And you asked him on the 20th about

10 whether he needed anything else, and then he

11 responded to you the e-mail on the top of the

12 document, "Hi Dennis, We're all set with the

13 paperwork and the account has been opened and linked

14 to NatCity. We are waiting for the fee schedule to

15 be worked out prior to any trading."

16 It sounds as though it's still in the

17 same place it was before everything was agreed to

18 but the fee schedule.

19 MR. JOYCE: Objection to form.

20 A. Yeah, I'm going to say when I read this

21 that -- that seems to be how it reads, looking -- I

22 mean, I don't -- I don't have anything to dispute

23 that, but I don't know.

24 Q. Do you recall the e-mail, I guess should have

25 been the first question I asked you.

Page 202

1 A. I don't.

2 Q. Okay. Let me go to Exhibit 56.

3 (Halpin Deposition Exhibit No. 56 was

4 marked for identification.)

5 Q. That's also a one-page document, for the

6 record. It's an e-mail, looks like it's sent on

7 March 23rd, 2009 -- sorry for taking it out of

8 order -- from you to -- doesn't seem like there's a

9 To, but there's a BCC LaBow, and I don't see anybody

10 else. The body says, "Ron, Sounds like you made

11 contact with Nat City late today (Jacquie Thomas).

12 If somehow you need my assistance tomorrow to

13 complete NB trades...call my cell." Then underneath

14 that there's an e-mail, and it looks like it's from

15 Mr. LaBow to you dated March 19th. That's

16 referring -- I guess it's easy enough just to say

17 it, including 400,000 "due you we are at roughly \$32

18 million so we have to gain 25% from here to get back

19 to \$40 million -- will keep you posted."

20 Do you recall these e-mails?

21 A. As I sit here today, John, I do not.

22 Q. It sounds as if the -- the e-mail that you

23 sent there on the top of the page, March 23rd, that

24 there were plans to -- to sell the Neuberger Berman

25 account, just based on what it says, "if somehow you

Page 203

1 need my assistance tomorrow to complete NB trades."

2 You don't have any recollection of that?

3 A. Today, as I sit here, I don't recollect that.

4 Q. Do you recall any communications back and

5 forth with Mr. LaBow to get the Neuberger Berman

6 account liquidated at any time?

7 A. No. As I read this, I think what I'm

8 continuing to say is if you need something done --

9 sort of a general statement each time.

10 Q. Right.

11 A. Same thing with Neuberger. If you need

12 something, let us know. Give us some insight, and

13 we will work on that. So I think this is just more

14 of a continuing, is there something else we need to

15 do, is this something else you need help on. But in

16 terms of specifics, in terms of his obligations or

17 dates, I'd say I wouldn't know today exactly when

18 those dates were.

19 Q. Got you. Let me refer you to the next

20 exhibit then. Might shed a little more light on it

21 or not. Exhibit 57.

22 (Halpin Deposition Exhibit No. 57 was

23 marked for identification.)

24 Q. Have you seen this document before,

25 Mr. Halpin?

Page 204

1 A. I don't believe I have.

2 (Witness reviews document.)

3 A. I don't believe I have, John.

4 Q. Okay. It says, "Transcription of Voice Mail

5 Message," and it looks like it's a message that

6 Mr. LaBow left Sally King. And in it, third --

7 second or third line, "I have been speaking with

8 Dennis Halpin. I have tried to call Mike a couple

9 times."

10 Again, do you recall any conversations

11 with Mr. LaBow at this point in March of 2009 to

12 sell the Neuberger Berman account?

13 A. An actual contact, no. He left me a voice

14 mail around that same time. And so maybe that's

15 what he's thinking when he said speaking with me,

16 but I don't remember actual direct conversations

17 with Ron.

18 Q. What do you recall from the voice mail that

19 he left you?

20 A. It looks very similar to this. That he

21 was -- but he didn't catch me. He didn't reach me

22 on the phone.

23 Q. And what do you recall that he -- that he

24 said on the voice mail message to you?

25 A. I'm paraphrasing but it's very similar to

<p style="text-align: right;">Page 205</p> <p>1 this (indicating). I have -- it's my 2 responsibility. You know, I realize maybe I had 3 done some things wrong. Again, this goes back to 4 the concept of I've almost recovered all the money, 5 so now I'm going to confess my sins. It's my fault, 6 I will make the trades, I will do this. It's my 7 responsibility. It's not yours. We're almost back 8 to where we need to be. I'm not looking for your 9 guidance. I'm just advising you of what I'm going 10 to do. Something along those lines. 11 Q. A little past midway in the transcription 12 here, it says -- let me back up just above the 13 midway point. "I am going to liquidate the account 14 when I think it's appropriate turning the whole 15 thing into cash and go to diversification...and go 16 to the more normal diversification." 17 I guess he's not giving a particular 18 day that he's going to make the trade. Do you have 19 any recollection whether the voice mail message you 20 got from Mr. LaBow was about the time he liquidated 21 the Neuberger Berman account? 22 A. I don't know if -- I wouldn't be able to tell 23 you here -- 24 Q. Sure. 25 A. -- when that was in relation, because I don't</p>	<p style="text-align: right;">Page 207</p> <p>1 if this is a previous e-mail, it says, Michael 2 DiClemente, March 25th, 2009, if that indicates that 3 he was part of some previous trail, not quite clear 4 from the document. 5 Anyway, do you recognize this 6 Exhibit 58? 7 A. I can't as I sit here today, John, tell you 8 that I do remember it. 9 Q. The subject forward Re: Allegiant Money 10 Market Funds. Is Allegiant part of National City or 11 part of the trustee, or is that something different? 12 A. I believe Allegiant and National City were 13 related. 14 Q. Oh, okay. And the e-mail here says, "Ron: 15 Believe this should provide you with all you need. 16 Let me know your decision. If OK with this (govt) 17 fund, I will process the needed paperwork today so 18 that the settlement funds can go directly into this 19 account. Dennis." 20 Doesn't refresh your recollection of 21 any event or what you were doing or communicating 22 with Mr. LaBow about? 23 A. I think it goes to the heart of it. If he 24 needed something for me to do to facilitate his 25 actions, I was willing to accommodate it. So --</p>
<p style="text-align: right;">Page 206</p> <p>1 remember when he actually liquidated it. I know the 2 voice mail I got from him was around that same time, 3 end of March, but as to when he did it, I don't 4 know. 5 Q. And you have a transcription that looks 6 somewhat similar to this? 7 A. Yeah, when I first looked at it, I thought it 8 was it. This says Sally. But the contents of it 9 are very similar. 10 Q. Right. 11 A. My responsibility. I screwed up. We're 12 almost back to where we were. I take 13 responsibility. I'm not looking for your approval. 14 I'm just telling you what I'm doing. Something like 15 that. 16 Q. Okay. Let me show you Exhibit 58. 17 (Halpin Deposition Exhibit No. 58 was 18 marked for identification.) 19 Q. For the record, that's an e-mail sent March 20 25, 2009, from you to Mr. LaBow. The last few 21 e-mails haven't had a CC to Ms. King or 22 Mr. DiClemente. Were they still in the mix? 23 A. I believe that Sally was in the mix at all 24 times. 25 Q. Okay. And underneath, actually, I don't know</p>	<p style="text-align: right;">Page 208</p> <p>1 Q. Okay. All right. We're up to Exhibit 59. 2 A. That's my age. 3 (Halpin Deposition Exhibit No. 59 was 4 marked for identification.) 5 Q. Do you recognize that document, Mr. Halpin? 6 A. I can't say I recognize it today, no. 7 (Witness reviews document.) 8 A. Okay. 9 Q. Okay. Let me refer you to the second 10 paragraph there in the first page, "Reconstitute the 11 SWI Retirement Committee." It reads, "Given this 12 critical point in the WHX Master Trust bifurcation 13 process, and the possibility of litigation, coupled 14 with the recent departure of Michael DiClemente, 15 leaving myself as the sole committee member, I 16 restate the urgent need to reconstitute this 17 committee." 18 So that makes me think that you had a 19 hand in drafting this. 20 A. I would say that's fair. 21 Q. Okay. And the title of this document it 22 says, "Severstal Wheeling, Inc. Defined Contribution 23 Pension Plan - Status Update: April 1, 2009." 24 Just, I guess, the date April 1, is that some sort 25 of quarterly report that you would do?</p>

<p style="text-align: right;">Page 209</p> <p>1 A. I don't think -- I don't think it related to 2 a specific periodic report. 3 Q. The date April 1, 2009, did you know that you 4 were going to be leaving by the end of April? 5 A. No. No. I was told I was leaving. 6 Q. Okay. 7 A. I did not leave. I was severed or whatever 8 you want to call it. I found out at 4:30 on April 9 30th, give or take ten minutes. 10 Q. So I was going to say -- so you probably 11 didn't give a resignation letter to the retirement 12 committee at that point? 13 A. I don't believe I had the opportunity to do 14 so. I was called up to the chairman's office and 15 was let go and escorted out that day. 16 Q. Wow. Was there a reason for the -- that they 17 gave you for your separation? 18 A. I think at that point in time, it was a 19 unique situation where a lot of people were getting 20 what I'll say termination letters. John, you're 21 going to be let go in three months. You know, 22 there's your date. I was not given a date. I 23 was -- I mean, you could have a number of reasons 24 why you think it would be, but I was unaware that 25 that action was coming that day. It was a surprise.</p>	<p style="text-align: right;">Page 211</p> <p>1 A. -- and people charging us fees, I would 2 think. I think it was time to probably get -- with 3 his departure, I think it was, that strengthened my 4 concern of sitting there as a single person. 5 Q. Right. It goes on, I guess, along the lines 6 you were just testifying. "If this fund/plan is to 7 remain at the 'local' level for the foreseeable 8 future" -- and I take that to mean former 9 Wheeling-Pitt individuals running the plans? 10 A. Right. If the team, the committee -- if that 11 plan was going to stay down at the Wheeling area, 12 then we should have had representatives from that 13 area. 14 Q. And then it goes on -- "then I believe its 15 committee staffing should remain 'local,' to include 16 human resources and finance with possible 17 involvement by SNA" -- what is SNA? 18 A. Severstal North America. 19 Q. Was that the parent group of all the 20 Severstal -- 21 A. That was the parent group of the U.S. 22 ownership. 23 Q. Got you. 24 A. Yeah. 25 Q. And then "(Dearborn) legal." Is that where</p>
<p style="text-align: right;">Page 210</p> <p>1 Q. Yeah, it sounds like a hell of a surprise. 2 A. Yeah. 3 Q. Did anybody else get the same separation 4 treatment that you got? 5 A. I don't know how many people were maybe at my 6 level, let's say, or the roles that I did, but I 7 would say I didn't even have time to think about it. 8 Because at that point in time when I got called up 9 on a Friday, by the time the meeting was over, 10 Friday afternoon, nobody was back -- left, so I was 11 escorted back to my office, got to pack up and left. 12 So I don't think I had time to really digest any of 13 it. 14 Q. Right. I can imagine. So going back to 15 Paragraph 2, it -- when you say, "I restate the 16 urgent need to reconstitute this committee," had you 17 indicated to individuals before April 1, 2009, that 18 the committee needed to be reconstituted? 19 A. I think there were a couple of times that we 20 reached out to the Severstal group locally and in 21 Dearborn. I think that this was a little stronger 22 because Mike had recently left and now he was a 23 consultant and so sitting there as a sole 24 employee -- 25 Q. Right.</p>	<p style="text-align: right;">Page 212</p> <p>1 their headquarters was? 2 A. I don't believe there was a local legal at 3 that point. I can't remember, but -- most of the 4 corporate Severstal North America facilities were 5 there. 6 Q. Okay. 7 A. So there may have been some local like HR, 8 but I think the legal was based out of Dearborn. 9 Q. And then it goes on, "If it is to be combined 10 into a larger, more corporate plan/account, then I 11 believe its oversight staffing should reflect such." 12 Was there any discussion at that point 13 about combining or merging plans? 14 A. That was probably me projecting like, hey, 15 guys, we need to do something. That was my personal 16 opinion. I don't think there was any detail behind 17 it. That was just me saying we need to do 18 something. Dearborn wants to get involved local, 19 but we need to do something with Mike's departure. 20 Q. And going back up to the first numbered 21 paragraph that says, "Neuberger Fund Performance." 22 It references monthly AON reports from November 2008 23 through February 2009 suggests, and it looks as if 24 it goes on to comparing the performance of Neuberger 25 Berman versus other asset groups.</p>

Page 213

1 **Do you recall looking at any of these**
2 **documents?**
3 A. I can't say I remember actually looking at
4 those documents. I can't say that here today.
5 **Q. Do you remember in or around April 2009 you**
6 **looking or speaking with people about what the, I**
7 **guess, losses, for lack of a better word, that the**
8 **plan had suffered by being invested in the Neuberger**
9 **Berman account?**
10 **MR. JOYCE:** Just object, speculation and
11 legal conclusion, expert conclusion.
12 A. Again, I think when you see that the -- the
13 ingredients of this, this is again a very simple
14 analysis that said, here are funds that we could
15 have participated in. I received a document that
16 shows me the performance of those funds. So I was
17 simply comparing what we believe at minimum we could
18 have participated in compared to maybe where we were
19 and benchmarking that. It was not a very, you know,
20 elaborate analysis. It was just trying to compare
21 funds that we were told that we could have
22 participated in.
23 **Q. Got you. On the second page there, the**
24 **number 6 paragraph, it refers to Consulting**
25 **Services/ National Economic Research Associates,**

Page 214

1 **Inc. Do you recall anything about that?**
2 A. I don't. I don't. That's probably my --
3 Mike had dealt a lot with them, and I'm sure that he
4 probably was authoring that. I just added to it.
5 **Q. The number one underneath paragraph 6 there**
6 **says, "Validate the amount of SWI plans' interest in**
7 **the WHX Master Trust as of 10/31/08." Was there any**
8 **discussion that you had around that time to make**
9 **sure what the Cohn report said was accurate in terms**
10 **of what the Severstal trusts were due?**
11 A. I can't say. I see that on there, but I
12 can't tell you why that's there.
13 **Q. Just scanning this quickly, and I don't see a**
14 **reference to Mr. LaBow or WPN. You don't see one,**
15 **do you?**
16 A. In terms of?
17 **Q. Just a reference to -- I don't see a -- there**
18 **you go, WPN in the sixth paragraph. Okay. At this**
19 **point Mr. LaBow was still working for the retirement**
20 **committee; right?**
21 A. I believe Ron was there through my tenure.
22 **Q. Do you know if by this point there had been**
23 **any, you know, the Neuberger Berman account had been**
24 **liquidated, that there were any discussions about**
25 **how to invest going forward?**

Page 215

1 A. I can't say I recall any specific
2 discussion -- you mean me talking to Ron, you mean?
3 **Q. Yeah, talking to Ron or anybody about how to**
4 **invest it going forward. Guys, now we've got this**
5 **all liquidated, it's all in cash, we're ready to**
6 **roll, ready to invest in this, that and the other?**
7 A. I would say Ron was still on board, and so he
8 still had the full authority to invest as he saw
9 fit.
10 **Q. Was there any discussion at this point of**
11 **taking legal action against Mr. LaBow?**
12 **MR. JOYCE:** Objection to the extent it
13 would reveal any privileged or otherwise protected
14 information that went back and forth with the
15 committee's attorneys.
16 To the extent you can speak outside of
17 that --
18 A. Yeah, I mean I thought I had seen something
19 where there was something about legal something, but
20 sitting here today, I can't remember that.
21 **Q. I think --**
22 A. Something I thought I saw a reference to.
23 There was something. Yeah, I think I saw something
24 about the possibility, but I don't remember that
25 specifically. It wasn't that long ago.

Page 216

1 **Q. How about Exhibit 47?**
2 A. Maybe it was.
3 **Q. 47.**
4 A. This thing?
5 **Q. Yeah, yeah.**
6 A. I don't think.
7 **Q. Okay. Maybe I've got the wrong one. I don't**
8 **see it.**
9 **Okay. Let me refer you to Exhibit 60.**
10 **(Halpin Deposition Exhibit No. 60 was**
11 **marked for identification.)**
12 **Q. Now, I take it you haven't seen this document**
13 **because it's dated May 5th, 2009?**
14 A. I was unemployed at that time.
15 **Q. And yeah, they weren't copying you on this.**
16 A. Yeah.
17 **Q. From Mr. Assetta to Mr. LaBow. It did CC**
18 **Mr. DiClemente and Mr. Kittrell.**
19 **(Witness reviews document.)**
20 A. Okay.
21 **Q. Now, Mr. Assetta says he had been briefed**
22 **on -- that second paragraph -- "The new members of**
23 **the Committee have been briefed on the history since**
24 **November 2008 of the investment of assets" of the**
25 **two plans. Let me ask you this: Did you brief any**

Page 217

1 of the new members of the committee?

2 A. I did not.

3 Q. Since this is dated May 5th of 2009, and you

4 say April 30th, 2009, is when you were let go, then

5 a committee was either put together between April

6 30th and May 5th of 2009, or this was in the works

7 already?

8 A. Well, I would have to think that when I was

9 gone, there was nobody left. I think at that point

10 in time there was probably an immediacy to do

11 something with now no committee members. As long as

12 one is left, they probably -- now that there's none,

13 I think they recognized how they had to do

14 something.

15 Q. Okay.

16 A. Who knows. They could have known that I was

17 leaving on April 30th and had other things that they

18 were discussing.

19 Q. Right, right. All right. But other than

20 that, you're not familiar with the contents in that

21 letter; right?

22 A. No, I feel like this is post death, like

23 after -- this is the stuff that was going on.

24 Q. All right. Let me refer you then to some

25 other new life documents.

Page 218

1 (Halpin Deposition Exhibit No. 61 was

2 marked for identification.)

3 Q. So Exhibit 61 is an e-mail from Mel Baggett

4 to Vince Assetta dated May 6th, again, while you

5 were enjoying starting your new life?

6 A. Yeah.

7 Q. The e-mail from Mel to Vince said, "We need

8 an 'investment policy' to guide the work of the

9 Committee and to protect us fiduciarily. This

10 policy should be developed by Mercer or an

11 independent asset consultant. I will call you to

12 discuss."

13 Just as far as background, it's a

14 one-page document. The e-mail at the bottom of the

15 page there is from Mr. Assetta to Drew Landon, James

16 Sullivan, Kathy Bartek, Mel Baggett, Michael Clarke,

17 Michael DiClemente, Michelle Ivey, Rick Bowness, Tim

18 Rogers; CC Steve Kittrell.

19 Mr. Kittrell, that's another

20 McGuireWoods attorney that you referenced before?

21 A. Yeah, Steve is part of McGuireWoods.

22 Q. Do you know if the To line, all those

23 individuals, if they were the new committee, or

24 you're not familiar with who is on the new

25 committee?

Page 219

1 A. I mean, I know the names, but I wouldn't know

2 if they were part of the committee.

3 Q. Got you.

4 A. It's nice to know I'm being talked about

5 after I left; I'm still there. My name is still

6 there.

7 Q. In that e-mail, the attached letter says,

8 "Prior to sending, I received a call from him," Mr.

9 LaBow, "as a result of him trying to reach Dennis

10 Halpin." So at least Mr. LaBow hadn't forgotten

11 you. "During a callback discussion, he suggested

12 that he has been attempting to provide an

13 'investment plan' by presenting a particular

14 mortgage-type investment to Dennis and Mike."

15 From your previous testimony, you

16 never spoke to Mr. LaBow about this investment. It

17 was just Mr. Schwartz from Neuberger?

18 A. Correct.

19 Q. Did you get any e-mail from Mr. LaBow about

20 this mortgage-type investment?

21 A. I never got a follow-up from him. I know

22 that there was an e-mail that Marvin spoke to Ron

23 about thinking that we had a great conversation, but

24 I think I was just, you know, a passive participant

25 to that. I did not speak to Ron subsequent to that

Page 220

1 Marvin Schwartz call.

2 Q. Okay. It goes on further, "He asked" --

3 Mr. LaBow, that is -- "to present it to me and

4 discuss. We agreed on 3pm today. After considering

5 what he presents, I am expecting to inform him that

6 this is not a 'complete investment plan' as we are

7 requesting but at best a specific component of an

8 investment plan, and to emphasize the details of the

9 attached letter."

10 Going back to the -- the e-mail at the

11 top of the page that I read out before, from

12 Mr. Baggett to Mr. Assetta about an investment

13 policy, to your knowledge, was there an investment

14 policy existing at May 6th, 2009?

15 MR. JOYCE: Objection to form.

16 Speculation. I'd just like to put in a standing

17 objection to all documents after May 1st. It's

18 after Mr. Halpin left his employment, the retirement

19 committee, and with Severstal, and also after the

20 representative dates for liability in this case due

21 to the Secretary's settlement with the new

22 retirement committee.

23 But you can answer if you understand.

24 A. I'm looking at the word "policy." Were there

25 investment guidelines? Yes. Was there a management

Page 221

1 agreement? Yes. When I see someone say "policy," I
2 don't know what Mel was suggesting in that regard.
3 But as long as I was there, were there investment
4 guidelines? Absolutely. Were there investment
5 agreements? Yes.
6 **Q. The way I take, it's the investment**
7 **guidelines policy that we talked before that you**
8 **said were, I guess, using the holdover WHX policy?**
9 A. Yes.
10 **Q. See if I have the exhibit number here. Here**
11 **we go. It was -- 52 was the draft from Mercer.**
12 **Exhibit 53 was the pension plan investment policy.**
13 **So your understanding, that was in effect on May**
14 **6th, 2009?**
15 A. I don't know what was in effect May 6th. In
16 April, it was in effect when I was there. May 6th,
17 I can't speak to what was in effect and/or what Mel
18 was referencing.
19 **Q. Okay. Exhibit 62, another new life document.**
20 A. Really.
21 (Halpin Deposition Exhibit No. 62 was
22 marked for identification.)
23 **Q. For the record, that's dated May 20, 2009,**
24 **from Mr. LaBow to Vince Assetta. Have you ever seen**
25 **that before?**

Page 222

1 A. I have not.
2 **Q. Take a look at it and let me know when you're**
3 **done. Just the one page.**
4 (Witness reviews document.)
5 A. Okay.
6 **Q. All right. In the second paragraph,**
7 **Mr. LaBow says, "For the past 60-90 days I have**
8 **attempted to convince Dennis Halpin to invest the**
9 **cash residing at City National into pass-through**
10 **mortgages yielding between 12-16% annually."**
11 **Aside from the conversation with**
12 **Mr. Schwartz, do you recall any other discussions**
13 **with Mr. LaBow or anybody else about these**
14 **mortgages?**
15 A. I do not. And I find it interesting that
16 this is dated May 20th and for the past 60 to 90
17 days, so when did he write the thing -- the
18 transcript? So the transcript was at the end of
19 March.
20 **Q. March 23rd.**
21 A. So at that point in time he's telling me, I'm
22 going to do things, this is what I'm going to do.
23 So I find it odd that he's referencing 60 to 90 days
24 when clearly inside of that window of time he said
25 he knew what he was going to do.

Page 223

1 I mean, it goes to the Ron LaBow
2 style. I had one conversation with Marvin Schwartz
3 on mortgage- backed securities or mortgages, and
4 that was the extent of discussions with him or Ron.
5 Ron passed me to him.
6 **Q. Do you know any reason why Mr. LaBow or**
7 **Mr. Schwartz were particularly interested in getting**
8 **in mortgage-backed securities?**
9 **MR. JOYCE:** Objection to form.
10 Speculation.
11 A. I have no clue. But obviously they both
12 seemed to be interested in it.
13 **Q. Okay.**
14 A. But if he thought it was that good, he
15 probably could have made the investment. He said he
16 could.
17 **Q. All right. Let me show you Exhibit 63.**
18 **(Halpin Deposition Exhibit No. 63 was**
19 **marked for identification.)**
20 **(Discussion held off the record.)**
21 **Q. So for the record, it looks like an e-mail**
22 **from Tim Rogers, although it says Posted At --**
23 **Posted To: Inbox, Posted At: Friday, June 5th,**
24 **2009. Subject: Neuberger Berman. And it says, To**
25 **the retirement committee, and it references a call**

Page 224

1 **from Charlie Monday, and it attaches an e-mail**
2 **that's a little fuzzy down below from Charlie**
3 **Diccianni, who is at Neuberger. And in the body of**
4 **that e-mail, it says, "Hi Tim, Thank you very much**
5 **for talking to me today. As I mentioned, Neuberger**
6 **Berman was an investment manager for WHX. We had**
7 **begun working with Dennis Halpin to restart as**
8 **investment manager for Severstal with Plan**
9 **documents, IA agreement, etc, when he had departed,**
10 **and I believe there is very little paperwork left to**
11 **open the account."**
12 **Do you know today whether the**
13 **agreement with Neuberger Berman to open up the**
14 **account was ever finalized?**
15 **MR. JOYCE:** Object to form.
16 Speculation. And renew my objection regarding
17 post-May 1st documents.
18 A. And can I just make a personal comment? I
19 find it offensive to look at something after I was
20 fired. So I would rather not comment on anything
21 that was done after April 30th, unless I have an
22 obligation to do so. My attitude is they let me go.
23 I would rather not comment as a personal feeling on
24 anything they did.
25 **Q. Yeah, that wasn't the question. The question**

Page 225

1 is: Do you know whether an agreement with Neuberger
2 Berman was ever finalized?
3 A. I don't know.
4 Q. And I'm doing that with reference to this
5 document because it appears, as of June 1, 2009, the
6 date of this e-mail, they're saying that they had
7 never finalized it with you.
8 A. Do they say that?
9 Q. Yeah. As I read, the body says -- and this
10 is from Mr. Diccianni to Mr. Rogers -- "As I
11 mentioned, Neuberger Berman was an investment
12 manager for WHX. We had begun working with Dennis
13 Halpin to restart" an investment manager -- "as an
14 investment manager for Severstal with Plan
15 documents, IA agreement, etc., when he had departed,
16 and I believe there is very little paperwork left to
17 open the account."
18 A. Wasn't there like two months ago we asked --
19 three months ago -- anything left to do and there
20 was nothing left to do, as my understanding? Two
21 months later they're coming back and saying there's
22 very little left to do?
23 Q. Right.
24 A. I don't even know how to answer that
25 question.

Page 226

1 Q. I think you did when you say you don't know
2 whether an agreement with Neuberger Berman was ever
3 finalized while you were there. And let me know if
4 that's accurate.
5 A. I don't recall if it was finalized or not.
6 Having said that, one of those last correspondences
7 I thought we had several times reached out and said
8 is there anything left that you need? I don't think
9 it was Diccianni. It was somebody from Neuberger
10 saying, we need a W-9 and something else, okay, got
11 it; well, there's one other thing we forgot. That's
12 the last correspondence I had seen. So to my
13 knowledge, there was nothing else needed several
14 months or a couple months before this. I don't get
15 this.
16 Q. It seems to me from looking at the documents
17 that we have today that you never signed -- and let
18 me know if that's accurate -- a fee schedule with
19 Neuberger Berman.
20 A. I did not sign a fee schedule with Neuberger
21 Berman.
22 Q. Okay.
23 A. And I apologize in advance, everything that
24 you bring after April 30th I'm going to take an
25 extreme opposition to talking about. If he tells me

Page 227

1 I have to answer it, I will, reluctantly. But other
2 than that, I'm going to make a formal record that I
3 would rather not talk to anything about somebody who
4 let me go. Period. Unless you tell me or he tells
5 me.
6 MR. JOYCE: I'll be the one telling you.
7 A. It's a very irritating thing to me to talk
8 about something -- 20 years with the place. I would
9 rather not talk about it.
10 Q. Let me refer you to Exhibit 64. This one is
11 dated, on the second page, January 16th, 2009.
12 A. Okay, Old Testament.
13 Q. Take a look at that and let me know if you
14 recognize this.
15 (Halpin Deposition Exhibit No. 64 was
16 marked for identification.)
17 A. I do not.
18 Q. The bottom of the first page there under the
19 heading "Investment Management," number 1 says,
20 "Address serious breach of fiduciary responsibility
21 by the investment manager of SWT's two defined
22 contribution plans."
23 Do you have any -- any recollection of
24 discussions of that nature about addressing a
25 serious breach of fiduciary responsibility by

Page 228

1 Mr. LaBow?
2 MR. JOYCE: Objection. To the extent
3 that it would reveal attorney-client privilege or
4 work product information.
5 But you can answer --
6 A. I'm not even sure who wrote it. It says,
7 "Selected Outstanding Treasury Projects," so I'm
8 assuming somebody from treasury wrote it. It's
9 difficult for me to say who wrote that comment.
10 Q. Top of the second page it says, "b.
11 Litigation possible; advised Marty in a 40-minute
12 conference call in January 15, 2009."
13 Do you know who Marty is?
14 A. Yeah, Marty Szymanski is probably who it is.
15 He's a legal counsel up at Dearborn.
16 Q. Okay.
17 A. But I don't know what that is. I was not in
18 the conversation with Marty.
19 Q. Paragraph 2 says, "Conduct orientation
20 meeting with newly constituted Retirement Committee
21 (once appointed) to advise them of their
22 responsibilities and inform them of multiple
23 outstanding projects outlined below."
24 A. I mean, I don't even know how to respond to
25 that one.

Page 229

1 **Q. Okay. It says, "Meeting targeted for mid-**
2 **February, based on conference call MPD" -- I'm**
3 **assuming you?**
4 A. Not me, Mike DiClemente. I'm assuming, if
5 Mike's middle name is P.
6 **Q. I'm starting to get my initials backed --**
7 A. That's okay.
8 (Witness reviews document.)
9 **Q. Under the Projects, 401(k) Plans, it**
10 **mentions, "Conduct competitive bid process for new**
11 **401(k) service provider. Should we replace Wachovia**
12 **for performance?"**
13 **What was Wachovia doing with the**
14 **plans?**
15 A. I'm not sure -- I'm not sure if Wachovia was
16 one of the -- there was a couple of our meetings
17 where we had put some people on a watch, or Mercer
18 had put them on a watch and we were looking to see
19 possible replacements. Wachovia doesn't ring a bell
20 to me. But I know we had, as part of our, you know,
21 quarterly oversight process that if Mercer had put
22 somebody on a watch or Michael thought there had
23 been some performance question based on some sort of
24 a trend, that he would put them on a watch, and then
25 there would be some discussions and benchmark off of

Page 230

1 Mercer and say why don't you have them on a watch.
2 We think that their performance has been
3 substandard, and discussions would go on.
4 But Wachovia doesn't sound familiar to
5 me. There was a John Hancock fund. There was a
6 couple other funds, but I don't remember that name.
7 It's possible. Again, I don't even know who wrote
8 this.
9 **Q. Right, right. Little further down, b.,**
10 **Defined Contribution Plans, II says, "Develop**
11 **Investment Policy." Do you know whether there was**
12 **work on an investment policy at that time?**
13 A. Again, some of this stuff that's written here
14 I'm a little bit confused at, so I'm going to say as
15 they're writing in stuff, I'm not even sure what it
16 means.
17 **Q. Just looking for your help to understand it.**
18 **When it says on the first page "treasury projects,"**
19 **who -- Mr. DiClemente was a treasurer. Is that**
20 **correct? That was his title?**
21 A. He was the treasurer. There was Drew Landon.
22 He was in the treasury department.
23 **Q. Treasurer and treasury are two separate**
24 **departments?**
25 A. Mike's treasurer. I mean, Drew could have

Page 231

1 been assistant treasurer. I don't know what Drew's
2 title was. He definitely was in that department.
3 So I would say Michael was certainly in that
4 department, but he was corporate treasurer. So
5 there were a number of people in the treasury
6 department.
7 **Q. Okay.**
8 A. I mean, I don't know -- I don't know who
9 would have actually authored this. It doesn't have
10 anything on it. I've never seen it before.
11 **Q. Okay.**
12 **THE WITNESS:** Are we down to the last
13 couple?
14 **MR. STRAWN:** 65 and 66. The last two.
15 (Halpin Deposition Exhibit No. 65 was
16 marked for identification.)
17 (Witness reviews document.)
18 **Q. So have you ever seen Exhibit 65 before?**
19 A. I don't recall seeing this, no.
20 **Q. Okay. It's titled, "Chronology of Key**
21 **Activities Separation of Assets from the WHX Trust**
22 **to Separate Successor Trusts for WHX and SWL."**
23 A. Yeah, I can't say I remember seeing this.
24 **Q. Okay.**
25 (Witness reviews document.)

Page 232

1 **Q. Looking like the last entry there is January**
2 **26, 2009.**
3 A. Yeah, I see that.
4 **Q. Just looking at the second page, the entry**
5 **for December 17th, '08, to December 24th, 2008. It**
6 **says people, and the second column there, Mercer.**
7 **"MPD asked Mercer for assistance on 12-17-08. They**
8 **estimated that our proportionate share of the NB**
9 **account was valued at about \$5 million; and**
10 **indicated that the median fee for that size account**
11 **was about 73 bp."**
12 **Do you know what "73 bp" is?**
13 A. Basis points.
14 **Q. Oh, right.**
15 A. I don't know if that's high or low, but I
16 know BP is probably basis points.
17 **Q. I got you. So MPD was Mr. DiClemente?**
18 **MR. JOYCE:** Just object to form.
19 Speculation. I think he testified he's never seen
20 this document.
21 A. Yeah, I've never seen it, and I don't know
22 what Mike's middle initial is.
23 **Q. It sounds like somebody is talking to Mercer**
24 **about having a disproportionate share of the**
25 **Neuberger Berman account before December 30th.**

Page 233

1 A. We would certainly agree that we had a
2 disproportionate share of that account.
3 **Q. Right. Further down it says, "MPD received**
4 **an e-mail from Mercer advising that she spoke with**
5 **LaBow." So is that not the appropriate pronoun for**
6 **Mr. DiClemente?**
7 **MR. JOYCE:** Objection to form.
8 Speculation. Again, he hasn't seen it. He doesn't
9 know Mike's middle initial.
10 To the extent you can answer without
11 speculating.
12 A. You mean "she" is Mike? She would be
13 Michael? Is that what you're saying?
14 **Q. I'm saying the pronoun doesn't seem to go**
15 **along with the initials for MPD if it's Michael.**
16 A. Yeah, I didn't pick up on that. I see what
17 you're saying. It's odd if it was MPD, then it
18 would have said something different. But she, you
19 think they would identify who she was. I don't
20 know.
21 **Q. Yeah. The mystery deepens.**
22 A. It's an odd reference, she.
23 **Q. All right. Let me show you what we can mark**
24 **as the last document, 66. That's double sided.**
25 **(Halpin Deposition Exhibit No. 66 was**

Page 234

1 **marked for identification.)**
2 **Q. Take a look at it and let me know if you've**
3 **ever seen this before.**
4 **(Witness reviews document.)**
5 A. I can't say I recall the document.
6 **Q. It says at the top on the first page, "Delta**
7 **Analysis: SWI Proposed vs. WPN." What's a delta**
8 **analysis?**
9 **MR. JOYCE:** Objection. Form.
10 Speculation. To the extent it's asking for his
11 expert opinion. I think he also testified he's
12 never seen the document.
13 A. I don't remember. I wouldn't -- delta, I'm
14 not sure exactly what that means. Change, I don't
15 know.
16 **Q. Underneath that it's got a little, I don't**
17 **know, document identification. It says**
18 **C:\Retirement**
19 **Committee\Reset_analysis_Sally.xls]\$due.**
20 A. Yeah, that's weird. I don't know how that
21 works outside of XLS.
22 **Q. I guess it doesn't have something identifying**
23 **McGuireWoods, but when I saw Sally, I was just**
24 **wondering if that had nothing do with Ms. King.**
25 A. I don't know.

Page 235

1 **Q. All right. Were you part of any discussions**
2 **that involved what's on this document? It's got**
3 **Capital Defense, Mason Capital Management, Neuberger**
4 **Berman and something else, contribution/distribution**
5 **(cash), if I'm getting those abbreviations right.**
6 A. I mean, again, I can't say I know anything
7 about this particular thing other than the fact that
8 they continued to reference two large accounts, I
9 would think, that were always in the mix of
10 potential allocation opportunities. So when I see
11 those three accounts, I'm assuming that it's some
12 analysis of accounts that we could have participated
13 in. Based on his own words.
14 **Q. Got you. "His" being Mr. LaBow?**
15 A. Yeah. But I don't know what -- I don't know
16 what their specific intention of this thing was.
17 **Q. Toward the bottom of the first page, I see in**
18 **the block there, "this % thru 2/17." I'm just**
19 **guessing that that would have been around 2/17/2009,**
20 **but I don't know.**
21 A. Yeah, I don't know what that is.
22 **Q. Okay. All right. Let me just do a few**
23 **questions cleaning up.**
24 A. Sure.
25 **Q. Do you know if Mr. LaBow was investigated by**

Page 236

1 **any governmental organization?**
2 A. I would not know that. I don't know if he
3 was investigated.
4 **THE WITNESS:** Can I leave that with you?
5 **Q. In this period of time between June 2008**
6 **through the end of April 2009, were there any things**
7 **going on with regard to the corporation, merger,**
8 **spinoff, anything else that was going on for the**
9 **employer sponsor of the plans?**
10 A. Threw me off with that last piece. Can you
11 ask that again.
12 **Q. Yeah, from June 2008 when there was first**
13 **discussion about separating the trusts, until you**
14 **left April 30th, 2009?**
15 A. 30th.
16 **Q. Was there a merger going on with regard to**
17 **Severstal Wheeling-Pitt?**
18 A. There was a merger in 2008 sometime -- I
19 can't remember exactly when it was -- where
20 Severstal had acquired us. But I don't know when in
21 2008. It wasn't the fourth quarter, it was sometime
22 before that, but I don't know what month it was.
23 **Q. Okay. Just ask you about what service**
24 **providers you had at the retirement committee. You**
25 **testified to McGuireWoods, your attorneys; you**

Page 237

1 mentioned Mercer; Mr. LaBow; I guess the trustees,
2 Citibank and National City or Allegiant. Any other
3 service providers you retained at the -- as the
4 retirement committee?
5 A. I'm not aware of any. To the degree that
6 Michael DiClemente as a consultant would be one, I
7 would say that's possible, but I don't know of any
8 other names or firms.
9 **Q. Okay. At any point in this process, did you**
10 **ask Mr. LaBow whether he had fiduciary liability**
11 **insurance?**
12 A. I don't -- I don't specifically remember or
13 recall asking him that question.
14 **Q. Do you know if that was ever discussed at any**
15 **point in this whole process from June of 2008**
16 **through April of 2009?**
17 A. I can't say that I recall that conversation.
18 **THE WITNESS:** He's better than he
19 thought.
20 (Discussion held off the record.)
21 **Q. Just a couple quickies, Mr. Halpin. Did the**
22 **trustee at Citibank or National City ever ask you**
23 **for a copy of the investment management agreement**
24 **with Mr. LaBow?**
25 A. Did who ask me?

Page 238

1 **Q. The trustee, Citibank or their successor,**
2 **National City, Allegiant, did they ever ask you for**
3 **a copy of the investment management agreement with**
4 **Mr. LaBow? You know, what was --**
5 A. I don't recall either one asking. They
6 didn't ask me.
7 **Q. There was never any discussion about what**
8 **authorities Mr. LaBow had, from the trustee?**
9 A. I don't recall any discussion about that.
10 **Q. Did Mr. DiClemente ever discuss that with**
11 **you, the trustee?**
12 A. I don't recall him discussing that issue with
13 me, no.
14 **Q. And I think you made some reference earlier**
15 **about did Mr. LaBow ever say that he didn't have the**
16 **authority to carry out what he needed under the**
17 **agreement?**
18 A. I don't remember saying that specifically.
19 **Q. Just tell me what your understanding is.**
20 A. I think at some point in time Ron said that,
21 you know, there were some sort of hurdles that
22 didn't allow him to do what he thought he could do.
23 I'm like, what are they, Ron? Tell me what they
24 are. You tell me what they are and we'll solve
25 them.

Page 239

1 **Q. What did he tell you?**
2 A. I don't remember specifically what they were.
3 I do remember him making a comment about that. My
4 thing is, you tell us what the hurdle is, we'll
5 solve the hurdle. If you don't tell us what it is,
6 we don't believe there is a hurdle.
7 **Q. So you don't recall any conversations with**
8 **Mr. LaBow where he says, you've got to tell the**
9 **trustee I've got authority to make trades?**
10 A. I don't remember a conversation with him on
11 that.
12 **Q. Okay. Did Mr. LaBow ever complain that it**
13 **took too long to get a decision from the committee**
14 **on anything in particular?**
15 A. I'm not sure what decision he would have
16 looked for us to give. I mean, if it was an
17 investment decision -- I mean, he had asked us
18 several times for guidance. Every time he asked us
19 that, we went back to him and said that's your
20 bailiwick, that's what you do. So I don't remember
21 him ever saying that he -- we were taking too long
22 on something.
23 **Q. Your drafting the investment management**
24 **agreement, did that ever come up, or you weren't**
25 **intimately involved in that?**

Page 240

1 A. I wasn't intimately involved with it before
2 December 30th. Again, I think that the
3 understanding was that there was an investment
4 management agreement, signing it at that point in
5 time was more of a formality of the understanding of
6 the practice that we had. I don't remember him ever
7 complaining about the date or the signing of it.
8 **Q. Okay.**
9 **MR. STRAWN:** Mr. Halpin, I've run out of
10 questions. Hopefully, Mr. Joyce has a few questions
11 for you.
12 **THE WITNESS:** Does he really?
13 **MR. JOYCE:** I have no questions.
14 (Discussion held off the record.)
15 **THE WITNESS:** I hope I didn't get too
16 intense there, anything after April 30th, it's an
17 issue for me.
18 **MR. STRAWN:** Okay. Thank you very much
19 for your patience, Mr. Halpin, both before and after
20 April 30th, 2009.
21 I assume you want to read and sign.
22 **MR. JOYCE:** We'll read, and mini e-mail
23 is perfect.
24 **MR. STRAWN:** I'll find out from my
25 procurement officer what I do about the transcript.

Page 241

1 (Signature not waived.)
2 (Whereupon, the above-entitled matter
3 was concluded at 4:44 p.m.)
4 -----
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Page 242

1 DEPOSITION ERRATA SHEET
2 Case Caption:
3 ACOSTA vs.
4 WPN CORPORATION, et al.
5 Case No. 2:14-cv-01494-NBF
6
7 DECLARATION UNDER PENALTY OF PERJURY
8 I declare under penalty of perjury
9 that I have read the entire transcript of my
10 deposition taken in the above-captioned matter or
11 the same has been read to me, and the same is true
12 and accurate, save and except for changes and/or
13 corrections, if any, as indicated by me on the
14 DEPOSITION ERRATA SHEET hereof, with the
15 understanding that I offer these changes as if
16 still under oath.
17
18 Signed on the ____ day of _____, 2017.
19
20 _____
21 DENNIS HALPIN
22
23
24
25

Page 243

1 DEPOSITION ERRATA SHEET
2 Page No. ____ Line No. ____ Change ____
3 To ____
4 Reason for change: ____
5 Page No. ____ Line No. ____ Change ____
6 To ____
7 Reason for change: ____
8 Page No. ____ Line No. ____ Change ____
9 To ____
10 Reason for change: ____
11 Page No. ____ Line No. ____ Change ____
12 To ____
13 Reason for change: ____
14 Page No. ____ Line No. ____ Change ____
15 To ____
16 Reason for change: ____
17 Page No. ____ Line No. ____ Change ____
18 To ____
19 Reason for change: ____
20 Page No. ____ Line No. ____ Change ____
21 To ____
22 Reason for change: ____
23 SIGNATURE: _____ DATE: _____
24 DENNIS HALPIN
25 NOTARY SIGNATURE: _____ DATE: _____
My Commission Expires: _____

Page 244

1 COMMONWEALTH OF PENNSYLVANIA)
2 COUNTY OF ALLEGHENY)
3
4 I, Constance Lee, Registered
5 Professional Reporter and Notary Public in and for
6 the Commonwealth of Pennsylvania, do hereby
7 certify that the witness was by me first duly
8 sworn to testify the truth, the whole truth, and
9 nothing but the truth; that the foregoing
10 deposition was taken at the time and place stated
11 herein; and that the said deposition was recorded
12 stenographically by me and then reduced to
13 typewriting under my direction, and constitutes a
14 true record of the testimony given by said
15 witness, all to the best of my skill and ability.
16
17 I further certify that the inspection,
18 reading and signing of said deposition were not
19 waived by counsel for the respective parties and
20 by the witness and if after 30 days the transcript
21 has not been signed by said witness that the
22 witness received notification and has failed to
23 respond and the deposition may then be used as
24 though signed.
25
I further certify that I am not a
relative, or employee of either counsel, and that
I am in no way interested, directly or indirectly,
in this action.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my seal of office this 13th
day of October, 2017.

Constance Lee, RPR, CSR(IL)
NCRA Realtime Systems Administrator